

The Companies Act 2006

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

- of -

**Jisc**

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**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**of**

**Jisc**

**Name**

1. The company's name is Jisc.

**Exclusion of model articles**

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

**Interpretation**

3. In these articles:

"the Act" means the Companies Act 2006;

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

"AoC" means the Association of Colleges or its successors;

"the Auditors" means the external auditors of the Charity for the time being;

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

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

"the CEO" means the chief executive officer of the Charity for the time being;

"the Chair" means the Chair of the Board for the time being;

"the Charity" means Jisc, the company regulated by these articles;

"clear days" in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"the COO" means the chief operating officer of the Charity for the time being;

"DfE England" means the Department for Education, England or its successors;

"DfE Northern Ireland" means the Department for the Economy, Northern Ireland or its successors;

"DfES" means the Department for Education and Skills Wales or its successors;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"Education, Learning and Research Community" means the community comprising institutions providing or supporting education, learning and research for people, including, but not limited to, higher education and further education;

"electronic means" includes a video conference, an internet video facility and telephone conferencing;

"the Funding Bodies" means DfE England, DfE Northern Ireland, DfES, HEFCW, OfS, Research England and SFC;

"GuildHE" means GuildHE Limited or its successors;

"HEFCW" means the Higher Education Funding Council for Wales or its successors;

"officers" includes the Trustees, the Secretary and members of committees of the Board who are not themselves Trustees;

"OfS" means the Office for Students or its successors;

"person" includes natural persons, unincorporated associations, corporate bodies and organisations;

"the seal" means the common seal of the Charity;

"Secretary" means any person appointed to perform the duties of the secretary of the Charity;

"subsidiary" means the meaning given in section 1159 of the Act;

"the Trustees" means the directors of the Charity, who are charity trustees as defined by section 177 of the Charities Act 2011 and "Trusteeship" has a cognate meaning;

"UKRI" means UK Research and Innovation or its successors;

"the United Kingdom" means Great Britain and Northern Ireland;

"UUK" means Universities UK or its successors; and

the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Act, but excluding any statutory modification not in force when these articles become binding on the Charity.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Liability of members**

### **4.**

4.1 The liability of the members is limited.

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

## **Objects**

5. The objects of the charity are restricted to the advancement of education, lifelong learning and research, for the public benefit, through the provision of services to those within higher education, further education, research communities and charitable and/or not for profit organisations including those in the public sector and the public at large, principally but not exclusively by the provision and/or maintenance of digital technology and/or by providing or

supporting services connected with or delivered through digital technology and/or the provision of data and associated services. To guide but not so as to restrict those objects the charity has among its aims:

- 5.1 promoting the adoption and use of information technology in all its forms, including but not limited to digital infrastructure, applications, cloud services, data, security, content, discovery
- 5.2 enriching the educational experience and improving the quality of research
- 5.3 thought leadership
- 5.4 conducting and supporting careers advice and student services.

### **Powers**

6. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
  - 6.1 to raise funds, but not by means of taxable trading;
  - 6.2 to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
  - 6.3 to co-operate and enter into arrangements with any authorities, whether foreign, national, local or otherwise;
  - 6.4 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 6.5 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, but in exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
  - 6.6 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation, and to enter into derivative contracts in connection with any such borrowings, but the Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
  - 6.7 to make grants, awards or other payments upon such terms and conditions as may be thought fit;

- 6.8 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.9 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.10 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 6.11 to promote companies whose activities may further its Objects, or may generate income to support the activities of the Charity, acquire and hold shares in such companies and carry out, in relation to any other company which may become a subsidiary of the Charity, all such functions as may be associated with a holding company;
- 6.12 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.13 to employ and remunerate such staff as may be required for carrying out the work of the Charity, but the Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;
- 6.14 to deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 6.15 to provide indemnity insurance for the Trustees and other officers in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 6.16 to do all such other things as may be necessary or desirable for the attainment of the Objects.

#### **Application of income and property**

#### **7.**

- 7.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 7.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity, but this does not prevent a member who is not also a Trustee receiving:

- 7.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or
- 7.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

### **Trustees' benefits**

#### **8.**

- 8.1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 8.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 8.3 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 68.
- 8.4 No Trustee or connected person may:
  - 8.4.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
  - 8.4.2 sell goods, services, or any interest in land to the Charity;
  - 8.4.3 be employed by, or receive any remuneration from, the Charity;
  - 8.4.4 receive any other financial benefit from the Charity;unless:
  - (a) the payment is permitted by article 8.5; or
  - (b) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 8.5
  - 8.5.1 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.



- 8.5.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 8.5.3 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be no greater than 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 1%, whichever is the higher.
- 8.5.4 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned withdraws from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 8.5.5 The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
- 8.5.6 A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 8.6 For the purposes of articles 8.4 and 8.5:
- 8.6.1 "Charity" shall include any company in which the Charity:
- (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares; or
  - (c) has the right to appoint one or more directors to the board of the company;
- 8.6.2 "connected person" means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;

- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled -
  - (i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together;
- (e) a body corporate in which -
  - (i) the Trustee or any connected person falling within paragraph (a), (b) or (c) above has a substantial interest; or
  - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

8.6.3 Sections 350 to 352 the Charities Act 2011 apply for the purposes of interpreting the terms used in this article 8.6.

## **Membership**

9. There are two classes of membership of the Charity, Representative Membership and Institutional Membership. All references in these articles to member, membership or the like are to Representative Membership and Institutional Membership, unless specified otherwise.
10. The Representative Members are:
  - 10.1 UUK;
  - 10.2 GuildHE; and
  - 10.3 AoC.
11. No person shall be eligible to become or remain an Institutional Member other than an organisation within the Education, Learning and Research Community which is approved by the Board, either individually or generically.
12. Membership is not transferable.
13. A person who wishes to become an Institutional Member shall complete an Institutional Membership Application Form in the form laid down from time to time by the Board and the

Board shall decide whether to accept or refuse the application. The Board shall notify its decision to the applicant as soon as practicable. Institutional Members shall abide by the conditions of Institutional Membership laid down by the Board from time to time ("Institutional Membership Conditions").

### **Termination of membership**

14. Membership is terminated if:

14.1 the member ceases to exist without a successor;

14.2 the member resigns by giving not less than six months' notice to the Charity (in the case of a Representative Member) and not less than three months' written notice to the Charity (in the case of an Institutional Member) unless, after the resignation, there would be no members;

14.3 any sum due to the Charity from the member, being an Institutional Member, is not paid in full within three months of it falling due;

14.4 the member, being an Institutional Member, fails to abide by any of the Institutional Membership Conditions;

14.5 the member is removed from membership by a resolution of the Board that it is in the best interests of the Charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:

14.5.1 the member has been given at least twenty-one clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;

14.5.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting;

PROVIDED ALWAYS that the members named in article 10 may not be removed from membership by a resolution of the Board.

### **General meetings**

15.

15.1 The Charity must hold an annual general meeting in each calendar year and not more than fifteen months may elapse between successive annual general meetings.

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

### **Notice of general meetings**

16.

16.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.

16.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

16.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and article 18.

16.4 The notice must be given to all the members and to the Trustees and auditors.

16.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **Proceedings at general meetings**

17.

17.1 No business shall be transacted at any general meeting unless a quorum is present.

17.2 A general meeting shall be quorate if at least two Representative Members are present either by an authorised representative or by proxy.

17.3 If:

17.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

17.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the chair of the meeting shall determine.

- 17.4 The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 17.5 General meetings shall be chaired by the Chair.
- 17.6 If the Chair is not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Board shall chair the meeting.
- 17.7 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 17.8 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present shall appoint one of their number to chair the meeting.
- 17.9 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting be adjourned.
- 17.10 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 17.11 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 17.12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting.
- 17.13 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 17.13.1 by the person chairing the meeting; or
- 17.13.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 17.13.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 17.14
- 17.14.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

17.14.2 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

#### 17.15

17.15.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

17.15.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

#### 17.16

17.16.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

17.16.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

#### 17.17

17.17.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

17.17.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

17.17.3 The poll must be taken within thirty days after it has been demanded.

17.17.4 If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.

17.17.5 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

#### 18.

18.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

18.1.1 states the name and address of the member appointing the proxy;

- 18.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 18.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and
  - 18.1.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 18.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 18.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 18.4 Unless a proxy notice indicates otherwise, it must be treated as –
- 18.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 18.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

#### 19.

- 19.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 19.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 19.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 19.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **Written resolutions**

20.

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

## **Votes of members**

- 21. Each Representative Member shall hold 30% of the voting rights and the Institutional Members shall hold 10% of the voting rights between them.
  - 21.1 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
  - 21.2
    - 21.2.1 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
    - 21.2.2 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.



- 21.2.3 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

## **The Board**

22. The Board shall be constituted as follows, unless otherwise determined in general meeting:
- 22.1 the Chair appointed by the members;
  - 22.2 one person nominated by UUK from amongst its members and appointed to the Board on the recommendation of its Nominations and Governance Committee;
  - 22.3 one person nominated by GuildHE from amongst its members and appointed to the Board on the recommendation of its Nominations and Governance Committee;
  - 22.4 one person nominated by AoC, being a college principal and appointed to the Board on the recommendation of its Nominations and Governance Committee;
  - 22.5 one person nominated by the Funding Bodies and appointed to the Board on the recommendation of its Nominations and Governance Committee;
  - 22.6 up to eight persons appointed by the Board on the recommendation of its Nominations & Governance Committee (with a view to reducing to six persons over time); and
  - 22.7 the CEO appointed pursuant to article 51.
23. Regard shall be had to the desirability of promoting diversity among the Board from time to time in terms of age, gender, ethnicity and disability and in terms of achieving an appropriate balance between those having experience at a senior level within the higher and further education and skills sectors and those having appropriate experience at a senior level outside those sectors, including industry, commerce and, the professions.
24. Regard shall be had to the need to ensure that the Board members are representative of a broad range of registered higher education providers.
25. Notwithstanding the requirements of articles 23 and 24, no appointment to the Board may be challenged on grounds of imbalance.
26. There shall be no limit as to the age at which a person may become or be a member of the Board or until which, having become a member of the Board, he/she may continue so to act.

27. The Chair of the Board may be removed from office by his/her appointors by notice in writing to the Company, notwithstanding anything in these articles or in any agreement between the Company and such member of the Board and the appointor shall be entitled to appoint any person in his/her stead.
28. Any member of the Board referred to in articles 22.2 and 22.5 may be removed from office by the Board notwithstanding anything in these articles or in any agreement between the Company and such member of the Board and the nominating organisation shall be entitled to nominate any person in his/her stead.
29. Any member of the Board referred to in articles 22.6 and 22.7 may be removed from office by the Board notwithstanding anything in these articles or in any agreement between the Company and such member of the Board and the Board shall be entitled to appoint any person in his/her stead.

### **Powers of Trustees**

30.
  - 30.1 The Trustees shall manage the business and affairs of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, these articles or any special resolution.
  - 30.2 No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
  - 30.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

### **Disqualification and removal of Trustees**

31. A Trustee shall cease to hold office if he or she:
  - 31.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 31.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011;
  - 31.3 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;

- 31.4 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 31.5 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated; or
- 31.6 is removed by ordinary resolution of the members pursuant to sections 168 and 169 of the Act.

### **Remuneration of Trustees**

32.

- 32.1 The Trustees must not be paid any remuneration unless it is authorised by article 8.

### **Proceedings of Trustees**

- 33. The Board shall meet together at least four times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit. A quorum shall be six Trustees for meetings of the Board.
- 34. Questions arising at any meeting of the Board shall be decided by a majority of votes, each director present having one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 35. Any four members of the Board may, and on the request of any four members of the Board, the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 36. The Chair shall be entitled to preside at all meetings of the Board at which he/she shall be present. If at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting.
- 37. The Board shall have the right to exclude observers and members of senior management from the whole or any part or parts of meetings of the Board if, in the opinion of the Board, their presence may undermine the confidentiality of their discussions (in the case of observers) or may give rise to a conflict of interest (in the case of members of senior management).
- 38. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally. All

acts bona fide done by any meeting of the Board or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

39. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of any committee established pursuant to article 44 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
40. A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several documents in the like form (including in electronic form) and signed by one or more of the Board for the time being entitled to receive notice of a meeting of the Board.
41. A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he/she is not physically present if he/she is in communication with the meeting by telephone, video or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone, video or any other form of telecommunication link provided that:
  - 41.1 all members of the Board have received notice of the meeting and the means of communication to be employed therefor; and
  - 41.2 the telephone, video or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly.

#### **Declaration of Trustees' interests**

42. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

## **Conflicts of interests**

43.

43.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

43.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

43.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

43.1.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

43.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee.

## **Committees**

44. The Board may delegate any of their functions to committees, other than those functions referred to in article 49. Such committees shall consist of such persons as the Board think fit, so long as one or more of such persons is a Board member. Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. The acts and proceedings of such committees shall be reported fully to the Board.

45. One such committee which shall be established by the Board shall be known as the Audit and Risk Management Committee which will meet as often as is necessary and, unless otherwise determined by the Board and subject always to article 49, will have the following role:

45.1 To monitor governance, internal control and risk management across Jisc and its subsidiary companies;

- 45.2 To review annual financial statements and make recommendations to the relevant boards; and
  - 45.3 To oversee the appointment and work of the external and internal auditors.
46. Another such committee which shall be established by the Board shall be known as the Nominations & Governance Committee which will meet as often as is necessary and, unless otherwise determined by the Board and subject always to article 49, will have the following role:
- 46.1 To monitor the Jisc group governance framework to ensure it remains fit for purpose and in line with appropriate good practice with regular reviews of effectiveness;
  - 46.2 To agree (and recommend as appropriate) the appointment of trustees and committee members, which reflect an appropriate range of skills, experience and diversity; and
  - 46.3 To monitor and manage conflicts of interest and attendance at board and committee meetings.
47. Another such committee which shall be established by the Board shall be known as the Remuneration Committee, which will meet as often as is necessary and, unless otherwise determined by the Board and subject always to article 49, will have the following role:
- 45.1 To approve remuneration packages for the chief executive and executive leadership team within agreed parameters; and
  - 45.2 To approve any organisational pay awards including the application of bonus and commission schemes, along with the necessary performance metrics
48. Another such committee which shall be established by the Board shall be known as the Finance and Treasury Committee, which will meet as often as is necessary and, unless otherwise determined by the Board and subject always to article 49, will have the following role:
- 48.1 To monitor Jisc's financial health, ensuring that the stewardship of Jisc's funding is appropriate; and
  - 46.2 To advise on Jisc's financial strategy including related policies.
49. The Trustees must not delegate any of the following matters to a committee:
- 49.1 the approval of the annual estimates of income and expenditure;
  - 49.2 the approval of the annual business plan and the key objectives of the Charity;

- 49.3 the approval of the annual accounts and reports of the Charity;
- 49.4 ensuring the solvency of the Charity and the safeguarding of its assets; and
- 49.5 ensuring the continued charitable status of the Charity.

### **Disqualification of Directors**

- 50. The office of a director shall be vacated if:
  - 50.1 he/she is removed from office pursuant to articles 26, 27 or 51;
  - 50.2 by notice in writing to the Charity he/she resigns his/her office;
  - 50.3 he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - 50.4 he/she in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 50.5 he/she ceases to hold office by virtue of any provision of the Act or he/she becomes prohibited by law from being a director of the Charity; or
  - 50.6 in the case of the CEO, he/she ceases to be employed by the Charity in that capacity.

### **Executives**

- 51. The CEO, the COO and any such additional executives as the Board shall from time to time think fit shall be appointed by the Board for such term, at such remuneration (if authorised, in the case of the CEO, by article 8) and upon such conditions as they shall think fit and any CEO, COO or other executive so appointed may be removed by the Board.
- 52. Subject to article 35, the COO and any additional executives appointed by the Board pursuant to article 51 shall be entitled to receive notice of all meetings of the Board and to attend and speak at such meetings, but not to vote.

### **Secretary**

- 53. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

## **Observer**

54. Subject to article 37, the Funding Bodies (and any other bodies which the Board may specify from time to time) shall be entitled to receive notice of and to appoint an observer to attend all meetings of the Board. The name of each such observer shall be notified to the Secretary in advance of the meeting.

## **Stakeholder Forum**

55. The board shall ensure that appropriate engagement with the Charity's key stakeholders is taking place so that the business of the Charity is appropriately informed by stakeholder views and that stakeholders are kept up to date with the Charity's activities. This will include the opportunity for stakeholders to advise on future developments and priorities and to comment on performance. The approach to engagement should be kept under review to ensure its continued effectiveness.
56. The board shall be directly represented in key engagement activities that provide stakeholders with the opportunity to comment on the Charity's performance (including financial performance) and its strategic plans and future priorities.
57. <INTENTIONALLY BLANK>

## **The seal**

58. The seal must not be affixed to any instrument except by the authority of a resolution of the Trustees and in the presence of at least two Trustees or of one Trustee and the Secretary, and the said Trustees or Trustee and Secretary shall sign every instrument to which the seal is so affixed in their presence, and in favour of any purchaser or person dealing in good faith with the Charity, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **Minutes**

59. The Trustees must keep minutes of all:
- 59.1 appointments of officers made by the Trustees;
  - 59.2 proceedings at meetings of the Charity;
  - 59.3 meetings of the Trustees and committees of Trustees including:
    - 59.3.1 the names of the Trustees present at the meeting;
    - 59.3.2 the decision made at the meetings; and



59.3.3 where appropriate the reasons for the decisions.

## **Accounts**

60.

60.1 The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Council or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

60.2 The Trustees must keep accounting records as required by the Act.

## **Annual Report and Return and Register of Charities**

61.

61.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

61.1.1 transmission of the statements of account to the Charity;

61.1.2 preparation of an Annual Report and its transmission to the Commission;  
and

61.1.3 preparation of an Annual Return and its transmission to the Commission.

61.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **Audit**

62.

62.1 The Charity's accounts for each financial year shall be audited in accordance with the Act.

62.2 Auditors shall be appointed and their duties regulated in accordance with the Act.

## **Means of communication to be used**

63.

63.1 Subject to these articles, anything sent or supplied by or to the Charity under these articles may be sent or supplied in any way in which the Act provides for documents or

information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

63.2 Subject to these articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

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

64.1 must be in writing; or

64.2 must be given in electronic form.

65.

65.1 The Charity may give any notice to a member either:

65.1.1 personally; or

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

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

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

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

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

67.

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

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

67.3 In accordance with section 1147 of the Act notice shall be deemed to be given:

67.3.1 48 hours after the envelope containing it was posted; or

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

## **Indemnity**

- 68. The Charity shall indemnify any Trustee or other officer or former Trustee or other officer against any liability incurred by him or her in the capacity of Trustee or other officer, to the extent permitted by sections 232 to 234 of the Act.
- 69. The Charity may indemnify the Auditors against any liability incurred by them:
  - 69.1 in defending proceedings (whether civil or criminal) in which judgment is given in their favour or they are acquitted; or
  - 69.2 in connection with an application under section 1157 of the Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to them by the court.

## **Dissolution**

- 70.
  - 70.1 The members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
    - 70.1.1 directly for the Objects; or
    - 70.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
    - 70.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
  - 70.2 Subject to any such resolution of the members, the Trustees may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
    - 70.2.1 directly for the Objects; or
    - 70.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

70.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

70.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members (except to a member that is itself a charity) and if no resolution in accordance with this article 69 is passed by the members or Trustees, the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

70.4 Nothing in these articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.