# The Companies Act 2006

A company limited by guarantee and not having a share capital

Articles of Association of London Metropolitan University

(registered number 00974438)

## Interpretation

* + - * 1. In these Articles, words and expressions have the meanings they are given in Schedule 1.

## Name

* + - * 1. The name of the company is London Metropolitan University (“the University”).

## Articles

* + - * 1. The model articles for private companies limited by guarantee contained in schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the University.

## Object

* + - * 1. The University’s Object is to advance education (including industrial, commercial, professional and scientific training) for the benefit of the public by carrying on, conducting and developing a university and by promoting teaching and research.

## Powers

* + - * 1. The University shall have the powers set out in Schedule 2, which may be exercised only in promoting the Object and subject to the Education Acts.
				2. The Board may exercise all of the powers of the University which are not required to be exercised by the Members by the 2006 Act or by these Articles.
				3. In exercising its powers the Board shall have regard to the public interest principles applicable to the University under the terms of its registration as a higher education provider with the Office for Students (or any successor regulatory authority or body).

## Conduct of the University

* + - * 1. The University shall be conducted in accordance with the provisions of the 2006 Act and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State and, subject thereto, in accordance with the provisions of these Articles and any Regulations, rules or procedures made under these Articles.

## Application of income and property

* + - * 1. The income and property of the University shall be applied only to promote the Object and no part of that income or property shall be paid, transferred or otherwise applied for the benefit of any Governor except in accordance with the provisions of Article ‎12.

## Winding up / dissolution

* + - * 1. The liability of Members is limited.
				2. Every Member undertakes to contribute to the assets of the University in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the University contracted before the ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding One Pound.
				3. If on the winding up or dissolution of the University and after the satisfaction of all its debts and liabilities, there is any property remaining, it shall not be paid or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions selected by the Members which:

have objects similar to the Object of the University; and

prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the University by Article ‎7.1,

provided that if effect cannot be given to the above, then such property of the University shall be applied to some other charitable objects.

## Members

* + - * 1. The Members of the University shall be the Governors for the time being.
				2. Membership is terminated if the Member concerned ceases to be a Governor.
				3. The University must maintain a register of Members.
				4. Membership is not transferable.

## General Meetings of Members

* + - * 1. The Governors may call a General Meeting of the University at any time. A General Meeting shall also be called in accordance with the 2006 Act.
				2. The arrangements for and proceedings at General Meetings shall be subject to the provisions of the 2006 Act and Regulations made by the Board.
				3. 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:

a copy of the proposed resolution has been sent to every eligible Member, whether by post, electronic means or otherwise;

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;

Members signify their agreement by signing the proposed resolution in writing as specified in the resolution notice; and

Members who signify their agreement deliver to the University the duly signed resolution as specified in the resolution notice, by post, hand, electronic means or otherwise within the period of 28 days beginning with the circulation date.

## The Board

* + - * 1. The Board is responsible for determining the educational character and mission of the University, for stewardship of its resources and for oversight of its activities, including the management of risk.
				2. The Board shall consist of no fewer than 11 Governors and no more than 19 Governors and shall comprise:

no fewer than 7 and no more than 14 Independent Governors appointed by a resolution of a simple majority Board of Governors.

the Vice-Chancellor, acting ex-officio;

1 Academic Governor nominated by the Academic Board in accordance with Regulations made by the Board;

2 Student Governors who shall be the President of the Students’ Union acting ex-officio and the Deputy President of the Students’ Union or a sabbatical officer appointed by the Students’ Union Executive Committee; and

1 Staff Governor elected by and from the Staff of the University in accordance with Regulations made by the Board.

* + - * 1. No person shall be appointed as an Academic Governor, Student Governor or Staff Governor unless and until their appointment has been confirmed by a resolution of the Board passed in accordance with any Regulations made by the Board for that purpose.
				2. The Board shall appoint an Independent Governor as Chair and may appoint one or more Independent Governor(s) as Vice-Chair(s). The term of office and duties of the Chair and any Vice-Chair(s) shall be as set out by the Board in Regulations.
				3. With the exception of the Vice-Chancellor, a Governor shall normally hold office for three years from the date of their appointment. Subject to remaining eligible to be a Governor, any Governor may be re-appointed or re-elected for further terms of three years. After a Governor has served for three terms of office, they shall not be eligible for re-appointment or re-election unless the Board considers that, because of an ongoing matter or project in which the Governor is involved or because of some other requirement for their particular expertise or experience, it would be in the best interests of the University for them to be eligible for re-appointment or re-election for such additional term of office (not exceeding one year) as the Board shall resolve. This maximum period of office applies to Independent Governors and to the Academic and Staff Governors.
				4. A Student Governor shall hold office as a Governor only while holding office as President of the Students’ Union, Deputy President of the Students’ Union or sabbatical officer (as applicable).
				5. The Board shall make Regulations setting out the eligibility criteria for appointment as a Governor and provisions relating to the disqualification and removal of Governors from office.

## Governor benefits

* + - * 1. No part of the income or property of the University may be paid, transferred or applied by way of Benefit to any Governor except as provided for in Schedule 4.
				2. A Governor shall not receive a Benefit from any Subsidiary Company except in accordance with Schedule 4 (which applies as if references to the University were references to any Subsidiary Company).

## Delegation

* + - * 1. Subject to these Articles and any Regulations, the Board may delegate the exercise of all or any of its powers or duties to any person, Committee or body in accordance with such Regulations (which may include a scheme of delegation) as it shall from time to time make or amend.
				2. If the Board so specifies, any such delegation may authorise further delegation of the Board’s powers by any body or person to whom they are delegated.
				3. The Board shall not delegate any of its powers or duties in respect of the matters set out in Schedule 3.
				4. The Board may appoint any person as agent or attorney of the University on such terms as it shall determine. The Board may revoke or vary such appointment at any time (provided that no person dealing in good faith and without notice of such revocation or variation shall be affected by it).

## Proceedings of the Board

* + - * 1. The Board shall make Regulations for the conduct of its proceedings and those of its Committees.
				2. The Regulations made under Article ‎14.1 shall include provisions relating to declarations of interest and the management of Conflicts of Interest.
				3. No business shall be transacted at a meeting of the Board unless a quorum is present. Six Independent Governors shall form a quorum for a meeting of the Board. If the total number of Independent Governors for the time being is less than the quorum required, the Governors must not take any decision other than a decision to appoint further Governors.
				4. A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting of the Board.
				5. A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting of the Board.

## The Academic Board

* + - * 1. The Board shall establish an Academic Board which shall, subject to the control and approval of the Board, oversee the teaching and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of Students.
				2. The Board shall receive and test assurance from the Academic Board that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective.
				3. The membership and powers of the Academic Board shall be prescribed in Regulations made by the Board for that purpose, and shall include the power to make academic regulations, procedures and policies which regulate programmes of study and research at the University and other matters concerning Students.

## The Chancellor, Vice-Chancellor, Secretary and Senior Staff

### Chancellor

* + - * 1. The Board may appoint a Chancellor of the University on such terms and with such functions and responsibilities as the Board may determine. The Board may suspend or remove such person from that appointment.
				2. The Chancellor shall not be a member of Staff and shall not receive any Benefit for acting (except reimbursement of their expenses).

### Vice-Chancellor

* + - * 1. The Board shall appoint a Vice-Chancellor as chief executive of the University on such terms and conditions of employment and with such functions and responsibilities as the Board may determine.

### Secretary

* + - * 1. The Board of Governors shall appoint the Secretary of the University, on such terms and conditions of employment as the Board may determine. The Secretary shall act as Clerk to the Board and Company Secretary.

### Senior Staff

* + - * 1. The Board shall appoint the Senior Staff team that will advise and support the Vice Chancellor and that will together with the Vice Chancellor serve as the executive of the University .
				2. Procedures for the appointment of Senior Staff shall be set out in Regulations made by the Board.

## Discipline, suspension and dismissal of Senior Staff

* + - * 1. Members of the Senior Staff other than the Vice Chancellor and the Secretary may be disciplined by the Vice Chancellor or dismissed by the Board in appropriate circumstances.
				2. The Vice Chancellor and the Secretary may be disciplined or dismissed by the Board in appropriate circumstances.
				3. Members of the Senior Staff other than the Vice Chancellor and the Secretary may be suspended with pay by the Vice Chancellor for alleged gross misconduct or other good or urgent cause. Any such suspension shall be reported to the Board within two days or as soon thereafter as is practicable.
				4. The Vice Chancellor and the Secretary may be suspended with pay by the Chair (or in their absence the Vice Chair) for alleged gross misconduct or other good or urgent cause. Any such suspension shall be reported to the Board within two days or as soon thereafter as is practicable.

 **Senior Staff Disciplinary Procedures**

* + - * 1. Subject to these Articles, Senior Staff shall be disciplined or dismissed in accordance with staff disciplinary procedures, with necessary changes having been made.
				2. To discipline or dismiss the Vice-Chancellor or the Secretary, or to dismiss other members of the Senior Staff, the Board shall establish a Committee, with a membership of no fewer than three Independent Governors. The Chair, Vice-Chairs and Vice Chancellor shall not be eligible for membership of such a Committee. A case shall be referred to a Committee if the Chair or in their absence a Vice-Chair or, in the absence of the Chair and a Vice-Chair a majority of Governors consider that it may be appropriate for a member of the Senior Staff to be disciplined or dismissed. The Committee shall be convened as soon as is practicable and shall operate in accordance with staff disciplinary procedures, with necessary changes having been made. The Committee shall examine the facts and any other matters which it considers relevant to the cases brought before it and shall report its findings in writing to the Board. The Board shall consider the report of the Committee and take such action as it considers appropriate, which may include the dismissal of the member of the Senior Staff concerned.
				3. The member of the Senior Staff shall have the right to make representations orally and in writing to the Board when it considers the report of the Committee, and to be accompanied or represented for this purpose. The member of the Senior Staff shall be entitled to receive the report of the Committee in connection with their own case at the same time that it is forwarded to the Board.

### Senior Staff Appeals

* + - * 1. Where in accordance with Article ‎17.5 the Vice Chancellor or Secretary has been disciplined or dismissed, or a member of the Senior Staff has been dismissed, the member of Senior Staff concerned may appeal against the decision to the Chair of the Board. The decision of the Chair shall be final. Any appeal must be lodged within 15 working days of the decision and must be heard and determined without undue delay.

## Staff

* + - * 1. The Board shall set the policy for pay and general conditions of employment of all members of Staff, and shall ensure that Staff, whilst engaged in teaching and research in accordance with their terms and conditions and service, shall 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 of losing their jobs or privileges.
				2. Subject to the provisions of these Articles and the Regulations the Vice Chancellor shall have the power to appoint the Staff of the University (other than the Senior Staff).
				3. Subject to these Articles and the Regulations, the Vice-Chancellor shall have the power to appraise, promote, suspend, discipline or dismiss all Staff.

## Freedom of Speech

* + - * 1. The University shall take such steps that, having particular regard to the importance of freedom of speech, as are reasonably practical to ensure that freedom of speech within the law is secured for members of the University and its Students and Staff and for visiting speakers and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.
				2. The University shall approve and regularly review a code of practice setting out its values relating to freedom of speech and how those values uphold freedom of speech, and the procedures to be followed by Students and Staff and the Students’ Union with respect to meetings and other activities held on the premises of the University (including those occupied by the Students’ Union), and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

## Students' Union

* + - * 1. The Board shall make arrangements for the establishment and operation of a Students' Union (as defined by the Education Act 1994) with the power to manage its own affairs and funds and shall take such steps as are reasonably practicable to secure its operation in accordance with that Act.

## Accounts and audit

* + - * 1. The Board shall ensure that accounts are kept and external auditors are appointed in accordance with the provisions of the 2006 Act.

## The Seal

* + - * 1. The Board shall provide for the safe keeping of the Seal and ensure that its use is in accordance with any applicable Regulations.

## Indemnity

* + - * 1. The University shall indemnify a Governor against any liability incurred by them in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.
				2. For the purposes of this Article, “a Governor" includes any former Governor of the University.

## Regulations

* + - * 1. The Board may by simple majority resolution agree and amend Regulations, rules and procedures for the governance and conduct of the University. No Regulation shall have effect if it is inconsistent with these Articles.
				2. The Board shall not make or amend any Regulations which, in the opinion of the Board, relate to the role, functions or any delegated powers of the Academic Board unless the Academic Board has been given the opportunity to consider and report on a draft thereof and until any report made by it has been considered by the Board.

## Amendment of the Articles

* + - * 1. These Articles may be amended by a special resolution of the Members at a General Meeting of the University, subject to (where necessary) any statutory or other legal requirements and to the consent of the Charity Commission and any other relevant external regulatory authority.

## Schedule 1 Definitions

1. In these Articles:
2. Academic Governor means a member of the Teaching Staff appointed as a Governor in accordance with Article 11
3. the 2006 Act means the Companies Act 2006
4. these Articles means these articles of association
5. Benefit means any payment of money or the provision or other application of any other direct or indirect benefit in money or money's worth
6. Board means the Board of Governors of the University
7. Chair means the Chair of the Board appointed in accordance with Article ‎11.4
8. Charity Commission means the Charity Commission for England and Wales
9. Committee means a committee of the Board established in accordance with Article ‎13
10. Conflict of Interest means any Interest of a Governor (or any person Connected to a Governor) that conflicts, or may conflict, or may be perceived to conflict with the interests of the University. This includes:
	1. A conflict of loyalty;
	2. Both situational and transactional interests, and;
	3. the exploitation of any information, property or opportunity

**Conflict of loyalty** means a situation, transaction or other arrangement with or involving the University in which a Governor has no financial or other personal Interest but has a conflict between their duty to the University and their duty to another person (which may be because they are a governor, trustee, director, shareholder, member, officer or employee of that other person)

1. Connected Person means any person falling within one of the following categories:
	1. any spouse or civil partner of a Governor;
	2. any parent, child, sibling, grandparent or grandchild of a Governor who is financially dependent on such Governor or on whom the Governor is financially dependent;
	3. any other person in a relationship with a Governor which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
	4. any company, LLP or partnership of which a Governor is a paid director, member, partner, consultant or employee or a holder of more than 1% of the share capital or capital; and
2. any person who is a Connected Person in relation to any Governor is referred to in these Articles as Connected to that Governor or Member.
3. Education Acts means the Education Acts 1944 to 1996 and the Education Reform Act 1988 as defined in section 578 of the Education Act 1996, including any regulations made under the Education Acts.
4. General Meeting means a general meeting of the Members from time to time
5. Governor means each of the directors of the University under the 2006 Act duly appointed in accordance with these Articles (and Governors means all of the directors)
6. Independent Governor means a person who is committed to the mission and goals of the University and has the experience and skills to make a positive contribution to its effective governance and success. The criteria used for the selection of Independent Governors shall be determined by the Independent Governors.
7. Interest means any direct or indirect interest (and includes any interest a Governor or any person Connected to a Governor may have as a consequence of any duty they may owe to any other person) and where a Governor (or any person Connected to a Governor) has any such interest in any matter or situation or transaction or arrangement the Governor is Interested in it
8. Member and Membership refer to the members and their membership of the University for the purposes of, and as defined by, the 2006 Act.
9. Object means the charitable object referred to in Article 4.1
10. Regulations means regulations made from time to time by the Board

Seal means the common seal of the University

1. Secretary of State means the Secretary of State in charge of universities from time to time
2. Secretary means the Secretary of the University or if no Secretary has been appointed, the person carrying out the duties of the Secretary of the University
3. Senior Staff means the Vice Chancellor, the Deputy Vice Chancellor(s), the Secretary, the Chief Operating Officer and the holders of such other posts as the Board may from time to time determine by Regulations
4. Staff means the Teaching Staff and other persons employed by the University (but excluding, for the avoidance of doubt, consultants and contractors not so employed)
5. Staff Governor means a member of Staff appointed as a Governor in accordance with Article ‎10‎11.2(e)
6. Student means a person enrolled on a course of study or instruction at the University or a sabbatical officer of the Students' Union
7. Student Governor means a Student appointed as a Governor in accordance with Article ‎11.2(d)
8. Students' Union means any students' union (as defined in the Education Act 1994) that is established and operated in accordance with these Articles
9. Subsidiary Company means any company in which the University holds:
	1. more than 50% of the shares; or
	2. more than 50% of the voting rights attached to the shares; or
	3. the right to appoint one or more of the directors of the company
10. Teaching Staff means the teaching and research staff of the University, being staff involved in teaching, research and/or delivery or direction of teaching or research, and any other person to whom the Board (after consultation with the Academic Board) shall resolve to grant the status of a member of the teaching staff
11. Vice-**Chair** means any vice-chair(s) of the Board appointed in accordance with Article ‎12‎11.4
12. Vice-**Chancellor** means the chief executive of the University as provided for by Article ‎15‎16
13. written or in writing refers to a legible document on paper or in electronic form (including an e-mail).
14. Expressions defined in the 2006 Act have the same meaning as in that Act.
15. References to an Act of Parliament are to the relevant Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## Schedule 2 Powers of the University

1. To do all such lawful things which the University may think necessary for, conducive or incidental to the advancement of the Object.
2. To provide and to admit Students to facilities for instruction, study, training and research both full-time and part-time including, without limiting the generality of the foregoing, having regard to the educational and training needs of the public in the communities of London and the traditions of the University's antecedent institutions.
3. To grant to persons approved by the University degrees, honorary degrees, diplomas, licences, certificates, credits, academic distinctions or awards and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal.
4. To co-operate and collaborate with other institutions and individuals and to award joint degrees or other awards.
5. To promote, arrange, organise and conduct seminars, lectures, classes, conferences and courses of study, instruction and training for Students and other persons and to provide opportunities and facilities for persons to undertake study and research.
6. 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.
7. So far as permitted by charity law, to give guarantees, indemnities and other forms of security for the performance of obligations undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies organisations and associations which may directly or indirectly further the Object.
8. Subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of or binding on the University and to enter into financial instruments which are ancillary or incidental to the exercise of such powers.
9. To solicit, receive and administer grants, financial assistance, donations, endowments, gifts, bequests, legacies, rents and loans of money and other property (subject or not to any specific trusts or conditions).
10. To invest the University's funds not immediately required for its purposes in such investments, securities or property as the University shall think fit and to delegate the management of investments to any person authorised to conduct investment business under the Financial Services and Markets Act 2000 in accordance with a written policy agreed by the Governors.
11. To employ or engage the services of such persons as are considered necessary for the furthering the Object and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of persons employed or formerly employed by the University or any subsidiary undertaking of the University or their dependents and to make payment towards the insurance of such persons.
12. To found or maintain fellowships, exhibitions, scholarships, bursaries, studentships, prizes and similar encouragements to academic work and to make grants and donations.
13. To acquire, own, manage, lease, let, develop, dispose of and otherwise deal with land and other property.
14. To license, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs, trademarks or written or other materials in which the University or any Students or Staff may have been involved and to apply for patents or copyrights and other protections for them.

## Schedule 3 Matters Reserved to the Board

1. The Board may not delegate its powers or duties in respect of the following matters:
	1. The determination of the educational character and objectives of the University.
	2. The approval of the annual estimates of income and expenditure of the University.
	3. Ensuring the solvency of the University and ensuring the safeguarding of its assets.
	4. The authorisation of expenditure or the disposal of any assets of the University except within such limits as the Board deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.
2. The termination of the appointment of any person as a Governor and Member.
3. The recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles.
4. The approval, revoking, amendment or variation of the Regulations
5. The appointment, suspension, discipline and dismissal of the Vice-Chancellor and of the Secretary.
6. The appointment or dismissal of other members of the Senior Staff.
7. The policy for pay and general conditions of employment of all members of Staff.
8. Any act or thing which under or by virtue of any provision of the 2006 Act is required to be carried out by the Board.

## Schedule 4 Governor Benefits

1. No part of the income or property of the University may be paid, transferred or applied by way of Benefit to any Governor except:

reasonable and proper premiums in respect of indemnity insurance provided in accordance with the Charities Act 2011;

reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) properly incurred in the management and administration of the University;

an indemnity in accordance with these Articles;

payments to any company in which a Governor has no more than a 1% shareholding;

any Benefit provided to a Governor in their capacity as a beneficiary of the University;

any Benefit which is in furtherance of the Object to another charity of which a Governor is a charity trustee or member and which does not confer any Benefit on that Governor;

any Benefit to a Governor who is a member of Staff in respect of their employment by the University (except payments to a Governor in respect of acting as a Governor);

payments in respect of the provision of goods or services in accordance with Paragraph 2 of this Schedule; and

payments in respect of acting as a Governor in accordance with Paragraph 3 of this Schedule.

1. A Governor may enter into a written contract with the University to supply goods or services to the University in return for a Benefit but only if:

the goods or services are actually required by the University;

the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services supplied;

no more than half of the Governors are subject to or affected by such a contract in any financial year (and this provision will apply to a Governor if this Paragraph applies to a person who is Connected to that Governor); and

the Governor has declared their Interest in the Benefits in accordance with Schedule 7 and the Governors have complied with the procedure in Paragraph 4 of this Schedule.

### A Governor may receive Benefits for acting as a Governor but only if:

the remuneration paid to the Governor does not exceed an amount that is reasonable in all the circumstances;

the Governors have read, considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) in relation to the remuneration of charity trustees for acting as charity trustees;

the Governors are satisfied that it is in the interests of the University to employ or to contract with the Governor rather than with someone who is not a Governor and, in reaching that decision, the Governors must balance the advantage of employing or contracting with a Governor against the disadvantages of doing so (in particular, the loss of the Governor's services as a result of dealing with the Governor's Conflict of Interest);

the Governor has declared their Interest in the Benefits in accordance with Schedule 7 and the Governors have complied with the procedure in Paragraph 4 of this Schedule.

### The Governors may only rely upon the authority provided by Paragraphs 1(e), 1(g), 2 and 3 of this Schedule if the Governor concerned:

declares the nature and extent of their Interest at the beginning of any meeting at which the transaction or arrangement or situation or matter which would confer a Benefit is to be discussed (or, at the latest, before such discussion begins);

withdraws from that part of the meeting at which the transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;

is not counted in the quorum for that part of the meeting during which the transaction or arrangement or situation or matter is discussed;

withdraws during the vote and has no vote on the transaction or arrangement or situation or matter for that part of the meeting; and

does not sign any written resolution in relation to the transaction or arrangement or situation or matter (except where required to do so to confirm a resolution of the other Governors).

### In this Schedule, references to a Governor include references to any person who is Connected to that Governor.