

ARTICLES OF ASSOCIATION NUS Holdings Limited

Company number: 01158893
Country of Incorporation: England

Registered address: Ian King House, Macclesfield, SK10 2NZ

**Adopted by Special Resolution
Passed as a Written Resolution
2012**

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
Telephone: 020 7551 7777
www.bwbllp.com
Ref: RMC/TDP/013832/0022

The Companies Act 2006
Company Limited by Shares

Interpretation

1. In these Articles:

- 1.1 **“address”** includes any number or address used for the purpose of sending or receiving documents by electronic means;
- 1.2 **“the Articles”** means these articles of the company;
- 1.3 **“NUS (UK)”** means National Union of Students (United Kingdom), a company limited by guarantee with registered company number 08015198, whose registered office is at 184-192 Drummond Street, London, NW1 3HP (or its successor);
- 1.4 **“clear days”** in relation to the period of a notice means that 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;
- 1.5 **“Companies Acts”** has the meaning given to it in s.2 of the Companies Act 2006;
- 1.6 **“electronic means”** has the meaning given to it in the Companies Act 2006; and
- 1.7 **“Secretary”** means the secretary of the company, if any.
- 1.8 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company.
- 1.9 The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles except where they are expressly included.

Sole Member

2. The sole member of the company shall be NUS (UK).

Shares

3. Subject to the provisions of the Companies Acts, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.

4. No share shall be transferred except with the consent of NUS (UK) who may in its absolute discretion and without giving any reason decline to register any transfer of any share. In accordance with s.567(1) of the Companies Act 2006, s.561 and s.562 of the Companies Act 2006 shall not apply to an allotment of equity securities (as defined in s.560(1) of the Act) made by the company.

Authorised representatives

5. The company secretary from time to time of NUS (UK) or such other person as is from time to time authorised by NUS (UK) shall be the duly authorised representative of NUS (UK).

Meetings and company resolutions

6. Decisions of NUS (UK) as sole member can be made:
 - 6.1 By passing a written resolution in accordance with the provisions of the Companies Act 2006 which is signed by an authorised representative of NUS (UK); or
 - 6.2 By passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006.
7. Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts.

Directors

Appointment and removal of directors

8. The directors shall be appointed and may be removed by service on the director and the Secretary of a written notice signed by NUS (UK). There shall be no maximum number of directors and the minimum shall be two.
9. The office of a director shall be vacated if:
 - 9.1 he or she is removed by NUS (UK) in accordance with Article 8; or
 - 9.2 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director; or
 - 9.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 9.4 the directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office; or
 - 9.5 he or she resigns his or her office by notice to the company; or
 - 9.6 he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.

Powers of directors

10. Subject to the provisions of the Companies Acts 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 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 powers exercisable by the directors.
11. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

Delegation of directors' powers

12. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

Remuneration of directors

13. Directors may undertake any services for the company that the directors decide.
 - 13.1 Directors are entitled to such remuneration as the directors determine, subject to the prior written approval of the sole member:
 - 13.1.1 for their services to the company as directors, and
 - 13.1.2 for any other service which they undertake for the company.
 - 13.2 Subject to the Articles, a director's remuneration may
 - 13.2.1 take any form, and
 - 13.2.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
 - 13.3 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
 - 13.4 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

14. The directors (and the company secretary, if any) may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

Directors' appointments

15. Subject to the provisions of the Companies Acts a director:
 - 15.1 may be a director or other officer of, or employed by NUS (UK) or any body corporate promoted by the company or in which the company is otherwise interested; and
 - 15.2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the directors' conflicts of interest procedure in these Articles (Articles 23 to 26) have been followed.

Proceedings of directors

16. 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. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
17. The quorum for the transaction of the business of the directors may be fixed by NUS (UK) as sole member and unless so fixed at any other number shall be two.
18. The continuing directors or a sole continuing director 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 calling a general meeting.
19. The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
20. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote.

21. The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.
22. The directors may take a unanimous decision without a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.

Directors' conflicts of interest procedure

23. Subject to Articles 24 and 26, a director shall not vote at a meeting of directors or of a committee of directors or participate in decision making outside a meeting if he or she has an interest in the matter to be decided which conflicts or may conflict with the interests of the company. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
24. The company may by ordinary resolution authorise a director's conflict of interest either generally or in respect of a particular matter following which provided the interest is not a personal financial interest the director shall be entitled to vote and be counted in the quorum.
25. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and, provided he or she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
26. The directors shall have power to authorise any situation which would otherwise place a director ("the Conflicted Director") in breach of s.175 of the Companies Act 2006 provided that:
 - 26.1 the Conflicted Director cannot vote or be counted in the quorum in relation to the decision to authorise his or her conflict of interest; and
 - 26.2 the Conflicted Director cannot vote or be counted in the quorum in relation to any decision on the subject matter giving rise to his or her conflict of interest.

Secretary

27. A Secretary may, unless appointed by NUS (UK) in accordance with the procedure for appointing directors, be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit. A Secretary appointed by NUS (UK) may be removed by the directors, but only by them following the procedure for the removal of directors.
28. If there is no Secretary:

- 28.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and
- 28.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors.

Minutes

29. The directors shall cause minutes to be made in books kept for the purpose:
- 29.1 of all appointments of officers made by the directors; and
- 29.2 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;
- and the directors shall cause all written resolutions of NUS (UK) as sole member and of the directors to be kept in such books.

Accounts

30. Accounts shall be prepared in accordance with the Companies Acts.

Notices

31. Subject to the provisions of the Companies Acts and these Articles, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing.
32. The company may give any notice to NUS (UK) by sending it by post in a prepaid envelope addressed to NUS (UK) at its registered address or by leaving it at that address or by electronic means to an address provided for that purpose.
33. An authorised representative of NUS (UK) present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
34. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means 48 hours after the time it was sent.

Indemnity

35. Subject to Article 36, a relevant director of the company or an associated company may be indemnified out of the company's assets against:

- 35.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company
- 35.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006)
- 35.3 any other liability incurred by that director as an officer of the company or an associated company.
- 36. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 37. In this Article:
 - 37.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 37.2 a “relevant director” means any director or former director of the company or an associated company.

Insurance

- 38. The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss. In this Article 38:
 - 38.1 a “relevant director” means any director or former director of the company or an associated company
 - 38.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
 - 38.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Winding up

- 39. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to NUS (UK).

Liability of members

- 40. The liability of NUS (UK) as sole member is limited to the amount, if any, unpaid on the shares held by it.

Company number: 01158893

**Written Resolutions of
NUS HOLDINGS LIMITED (“the Company”)**

Circulation date: 20 November 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed by the Company as ordinary and special resolutions as indicated (“**the Resolutions**”)

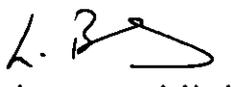
SPECIAL RESOLUTIONS

- 1 THAT the particular rights in respect of each of the ordinary B shares issued in the capital of the Company (“**B shares**”) are altered so that each of the B shares rank pari passu in all respects with, and have the same rights as, each of the ordinary A shares in issue in the capital of the Company (“**A shares**”)
2. THAT, further to resolution 1 above and conditional on the passing of resolution 3 below, each of the A shares and B shares be re-designated as ordinary shares and having the rights set out in the new articles of association to be adopted by the Company by resolution 3 below
- 3 THAT the Company adopt the articles of association annexed hereto as its articles of association in substitution for, and to the exclusion of, all existing articles of association

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, on behalf of the sole member of the Company which is entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions

Signed



**For and on behalf of
National Union of Students (United Kingdom)**

Date 19/12/12



A11 *A1ZU0Y7L* #207
11/01/2013
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version

By Hand: delivering the signed copy to Dave Farbrother at NUS HQ, 184-192 Drummond Street, London, NW1 3HP

Post: returning the signed copy by post to Dave Farbrother at NUS HQ, 184-192 Drummond Street, London, NW1 3HP

Email: by attaching a scanned copy of the signed document to an email and sending it to DFarbrother@nussl.co.uk Please enter "Written resolution dated 20 November 2012" in the email subject box

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

- 2 The Resolutions will lapse unless passed within 90 days of circulation of the circulation date of the Resolutions
- 3 A copy of the Resolutions, once passed, will need to be sent to the auditors

29

21 DEC 2012

Company no: 01158893

**The Companies Act 2006
Company Limited by Shares**

Articles of Association

of

NUS Holdings Limited

**Adopted by Special Resolution
passed as a Written Resolution
on 19 December 2012**

**Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
Telephone: 020 7551 7777
www.bwbllp.com
Ref: RMC/TDP/013832/0022**

The Companies Act 2006
Company Limited by Shares

Articles of Association
of
NUS Holdings Limited

Interpretation

1. In these Articles:

- 1 1 “address” includes any number or address used for the purpose of sending or receiving documents by electronic means,
- 1 2 “the Articles” means these articles of the company:
- 1 3 “NUS (UK)” means National Union of Students (United Kingdom), a company limited by guarantee with registered company number 08015198, whose registered office is at 184-192 Drummond Street, London, NW1 3HP (or its successor),
- 1 4 “clear days” in relation to the period of a notice means that 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,
- 1 5 “Companies Acts” has the meaning given to it in s 2 of the Companies Act 2006,
- 1 6 “electronic means” has the meaning given to it in the Companies Act 2006, and
- 1 7 “Secretary” means the secretary of the company, if any.
- 1 8 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company
- 1 9 The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles except where they are expressly included

Sole Member

- 2 The sole member of the company shall be NUS (UK)

Shares

- 3 Subject to the provisions of the Companies Acts, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares
- 4 No share shall be transferred except with the consent of NUS (UK) who may in its absolute discretion and without giving any reason decline to register any transfer of any share. In accordance with s 567(1) of the Companies Act 2006, s 561 and s.562 of the Companies Act 2006 shall not apply to an allotment of equity securities (as defined in s 560(1) of the Act) made by the company

Authorised representatives

- 5 The company secretary from time to time of NUS (UK) or such other person as is from time to time authorised by NUS (UK) shall be the duly authorised representative of NUS (UK)

Meetings and company resolutions

- 6 Decisions of NUS (UK) as sole member can be made
- 6 1 By passing a written resolution in accordance with the provisions of the Companies Act 2006 which is signed by an authorised representative of NUS (UK), or
- 6 2 By passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006
- 7 Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts

Directors

Appointment and removal of directors

- 8 The directors shall be appointed and may be removed by service on the director and the Secretary of a written notice signed by NUS (UK). There shall be no maximum number of directors and the minimum shall be two
- 9 The office of a director shall be vacated if:
 - 9 1 he or she is removed by NUS (UK) in accordance with Article 8, or
 - 9 2 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director, or
 - 9 3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
 - 9 4 the directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office; or

- 9 5 he or she resigns his or her office by notice to the company, or
- 9 6 he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated

Powers of directors

- 10 Subject to the provisions of the Companies Acts 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 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 powers exercisable by the directors
- 11 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers

Delegation of directors' powers

- 12 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying

Remuneration of directors

- 13 Directors may undertake any services for the company that the directors decide
- 13 1 Directors are entitled to such remuneration as the directors determine, subject to the prior written approval of the sole member
- 13 1 1 for their services to the company as directors, and
- 13 1 2 for any other service which they undertake for the company
- 13 2 Subject to the Articles, a director's remuneration may
- 13 2 1 take any form, and
- 13 2 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

- 13 3 Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 13 4 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

Directors' expenses

- 14 The directors (and the company secretary, if any) may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties

Directors' appointments

- 15 Subject to the provisions of the Companies Acts a director
- 15 1 may be a director or other officer of, or employed by NUS (UK) or any body corporate promoted by the company or in which the company is otherwise interested; and
- 15 2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the directors' conflicts of interest procedure in these Articles (Articles 23 to 26) have been followed

Proceedings of directors

- 16 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. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote
- 17 The quorum for the transaction of the business of the directors may be fixed by NUS (UK) as sole member and unless so fixed at any other number shall be two
- 18 The continuing directors or a sole continuing director 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 calling a general meeting
- 19 The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting

- 20 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote
- 21 The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants
- 22 The directors may take a unanimous decision without a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing

Directors' conflicts of interest procedure

- 23 Subject to Articles 24 and 26, a director shall not vote at a meeting of directors or of a committee of directors or participate in decision making outside a meeting if he or she has an interest in the matter to be decided which conflicts or may conflict with the interests of the company. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote
- 24 The company may by ordinary resolution authorise a director's conflict of interest either generally or in respect of a particular matter following which provided the interest is not a personal financial interest the director shall be entitled to vote and be counted in the quorum
- 25 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and, provided he or she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment
- 26 The directors shall have power to authorise any situation which would otherwise place a director ("the Conflicted Director") in breach of s 175 of the Companies Act 2006 provided that
 - 26 1 the Conflicted Director cannot vote or be counted in the quorum in relation to the decision to authorise his or her conflict of interest, and
 - 26 2 the Conflicted Director cannot vote or be counted in the quorum in relation to any decision on the subject matter giving rise to his or her conflict of interest

Secretary

- 27 A Secretary may, unless appointed by NUS (UK) in accordance with the procedure for appointing directors, be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit. A Secretary appointed by NUS (UK) may be removed by the directors, but only by them following the procedure for the removal of directors.
- 28 If there is no Secretary
- 28 1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company, and
- 28 2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors.

Minutes

- 29 The directors shall cause minutes to be made in books kept for the purpose
- 29 1 of all appointments of officers made by the directors, and
- 29 2 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,
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Accounts

- 30 Accounts shall be prepared in accordance with the Companies Acts.

Notices

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address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means 48 hours after the time it was sent.

Indemnity

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- 38.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

Winding up

- 39 If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to NUS (UK)

Liability of members

- 40 The liability of NUS (UK) as sole member is limited to the amount, if any, unpaid on the shares held by it