

Company No. []

THE COMPANIES ACT 2006

**COMMUNITY INTEREST COMPANY
LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

UNIVERSITY OF SUFFOLK DENTAL CIC

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule to the Articles.

2. Community Interest Company

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

(a) the transfer of assets to any specified asset locked body or (with the consent

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation):

- 1) advancing health by providing dentistry services, and
- 2) advancing education, learning and research in the field of dentistry.

in Suffolk and elsewhere in the United Kingdom.

6. Powers

11. Directors may delegate

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

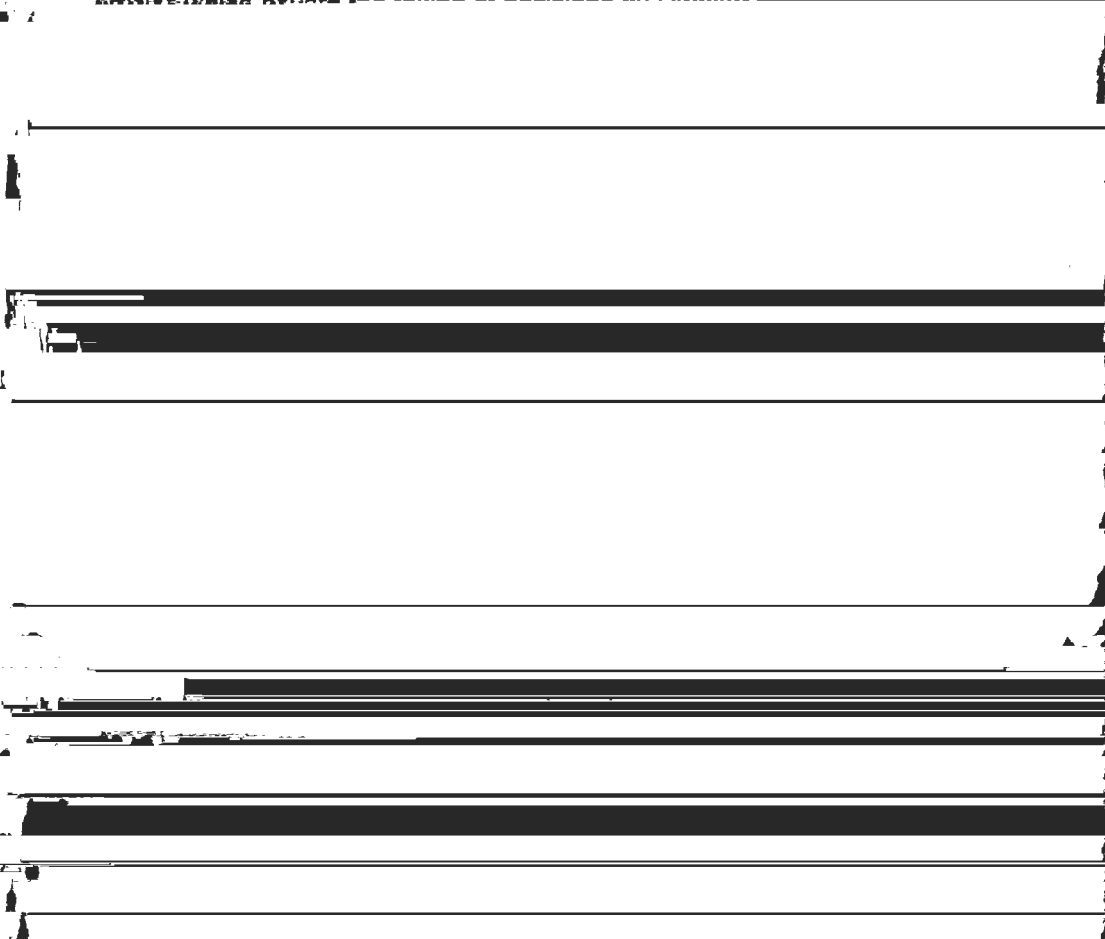
as they think fit.

11.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

12. Committees

12.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.



14.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, he/she should communicate with each other

[REDACTED]

during the meeting.

14.5 Notice of Directors' meetings need not be in Writing.

14.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Directors' meetings

15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

15.1.1 the meeting has been called and takes place in accordance with the Articles:

[REDACTED]

18.3 In case of an equality of votes, the Chair shall have a second or casting vote.

19. Decisions without a meeting

19.1 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.

19.2 A decision which is made in accordance with Article 19.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

19.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

19.2.2 following receipt of responses from all of the Directors, the Recipient must

21. Directors' power to authorise a conflict of interest

21.1 The Directors have power to authorise a Director to be in a position of Conflict of

[REDACTED]

[REDACTED]

21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;

21.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

21.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Trustees think fit and is subject always to their right to vary or terminate the authorisation; and

21.2 If a matter for which an appointment or position has been authorised by the Directors in

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

25. Termination of director's appointment

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the

- (b) a bankruptcy order is made against that person, or an order is made against

that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

(a) meetings of Directors or committees of Directors;

(b) general meetings;

(c) separate meetings of the holders of any class of shares or of debentures of

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

SHARES AND DISTRIBUTIONS

SHARES

28. All shares to be fully paid up

28.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

28.2 This does not apply to shares taken on the formation of the Company by the subscribers to the Company's Memorandum.

29. Powers to issue different classes of share

29.1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution

- (a) in respect of how many shares, of what class, it is issued;
- (b) the nominal value of those shares;
- (c) that the shares are fully paid; and
- (d) any distinguishing numbers assigned to them.

32.3 No certificate may be issued in respect of shares of more than one class.

32.4 If more than one person holds a share, only one certificate may be issued in respect of it.

32.5 Certificates must:

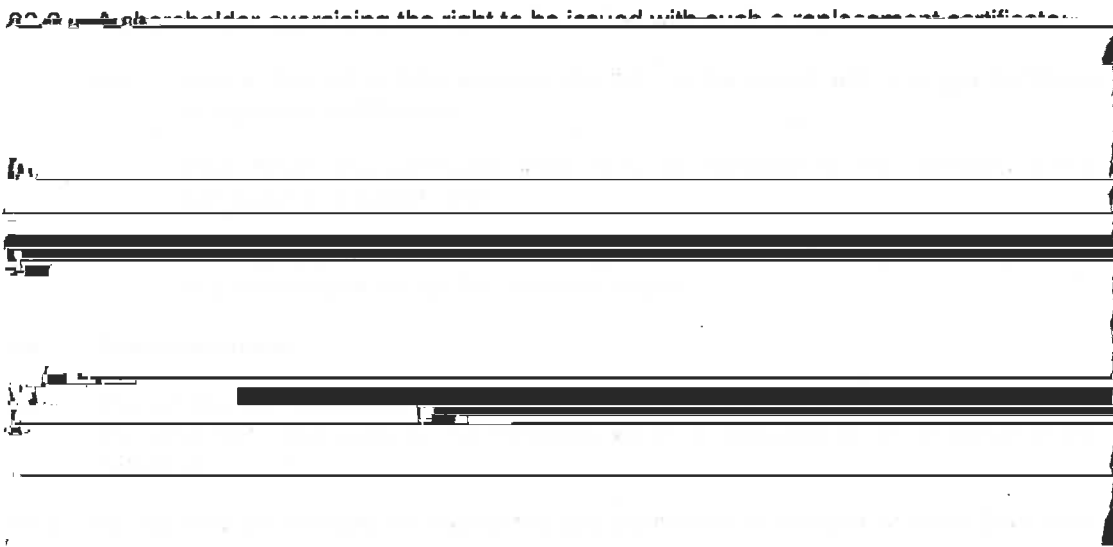
- (a) have affixed to them the Company's common seal; or
- (b) be otherwise executed in accordance with the Companies Acts.

33. Replacement share certificates

33.1 If a certificate issued in respect of a shareholder's shares is:

- (a) damaged or defaced; or
- (b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.



34.5 No shareholder shall transfer any share except with the prior consent in writing of the University.

34.6 The Directors may refuse to register the transfer of a share to a person of whom they do not approve.

~~34.7 The Directors may refuse to register the transfer unless it is lodged at the registered~~

~~office of the Company or at such other place as the Directors may appoint and in~~

~~such form as the Directors may require.~~

36.6 If the Company's share capital is divided into different classes, no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of

[REDACTED]

payment, any preferential dividend is in arrear.

36.7 The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

[REDACTED]

39.3 If:

(a) ~~the time period~~ have passed from the date on which a dividend or other sum

~~has become due for payment; and~~

became due for payment; and

(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

40. Non-cash distributions

40.1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash ~~assets of equivalent value (including, without limitation, shares or other securities in~~

~~any company).~~

any company).

40.2 ~~For the purposes of making such distribution, the Directors may make whatever~~

(b) appropriate any sum which they so decide to capitalise (a "capitalised sum")

to persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

[REDACTED]

of dividend (the "persons entitled") and in the same proportions.

[REDACTED]

45.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted

[REDACTED]

45.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

45.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the shareholder of his or her rights to appoint another person as his or her proxy at a general meeting.

46. Service of notice

Notice of general meetings must be given to every shareholder, to the Directors and

[REDACTED]

to the auditors of the Company.

47. Attendance and speaking at general meetings

47.1 A member is entitled to exercise the right to speak at a general meeting when that person

[REDACTED]

[REDACTED]

meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the Directors present; or
- (b) (if no Directors are present), the meeting,

must appoint a Director or shareholder to chair the meeting, and the appointment of

[REDACTED]

51.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 Clear Days' notice of it (that is,

[REDACTED]

(a) to the same persons to whom notice of the Company's general meetings is required to be given; and

[REDACTED]

~~Any objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.~~

~~54.2 Any such objection must be referred to the chair of the meeting, whose decision is final.~~

~~55. Content of Proxy Notices~~

~~55.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:~~

- (a) states the name and Address of the shareholder appointing the proxy;
- (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine; and

57. Amendments to resolutions

57.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

57.2 A special resolution to be proposed at a general meeting may be amended by

[REDACTED]

ordinary resolution, if:

- (a) the chair of the meeting proposes the amendment at the general meeting at

[REDACTED]

- (b) the amendment does not go beyond what is necessary to correct a

[REDACTED]

59. Means of communication to be used

59.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any

59.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by

62.1.2 annual returns; and

62.1.3 annual statements of account.

62.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or

[REDACTED]

other records or Documents merely by virtue of being a shareholder.

63. Indemnity

63.1 Subject to Article 63.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

(a) 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;

[REDACTED]

(b) 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);

(c) any other liability incurred by that Director as an officer of the Company or an associated company.

63.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

The relevant model articles for a company limited by shares are hereby expressly

excluded.

OVERRIDING PROVISIONS

66. Matters requiring University consent

**SCHEDULE
INTERPRETATION**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
"Articles"	means the Company's articles of association;
"asset-locked body"	means (i) a community interest company or a charity or a Permitted Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
"Authorised Representative"	means any individual nominated by a Shareholder Organisation to act as its representative at any meeting of the Company in accordance with Article 52;
"Insolvency"	includes individual insolvency
"Clear Days"	

"community"

is to be construed in accordance with the section 35(5) of the Companies (Audit, Investigations and Community Enterprise) Act 2004;

"Companies Acts"

means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

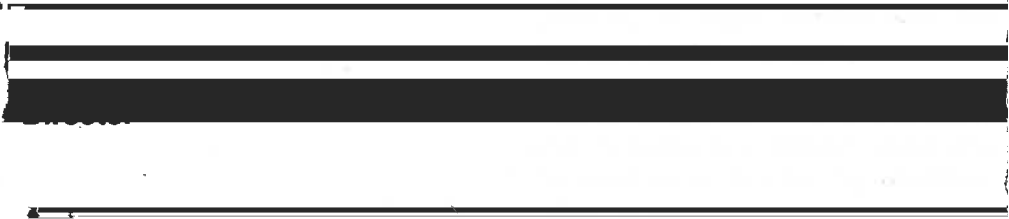
"Company"

means the company intended to be regulated by these Articles which shall be known as University of Suffolk Dental CIC;

"Conflict of Interest"

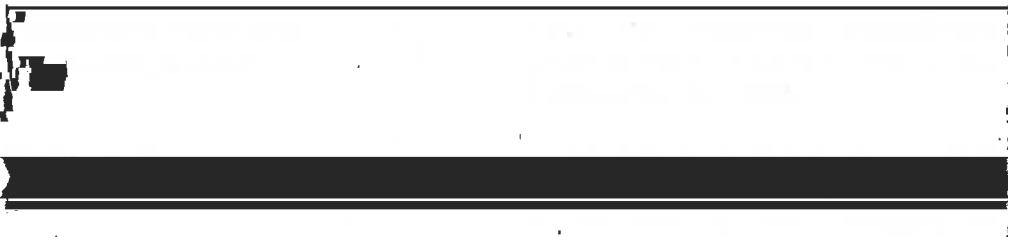
any direct or indirect interest of a Director (whether personal, by

virtue of a duty of loyalty to another



"distribution recipient"

"Document"



conflicts or might conflict with the interests of the Company;

"Hard Copy Form"



holder of the shares;

“instrument”

means a Document in Hard Copy Form;

“Memorandum”

the Company's memorandum of

[REDACTED]

association;

“paid”

means paid or credited as paid;

“participate”

in relation to a Directors' meeting, has the meaning given in Article 15.

“Permitted Registered Society”

means:

- a) A registered society within the meaning given by section 1(1) of the Companies Act 2006 and

[REDACTED]

“Secretary”

[REDACTED]

“shares”

“specified”

“subsidiary”

[REDACTED]

includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property;

"transmittee"

means a person entitled to a share by reason of the death or bankruptcy of a shareholder or



"University"

means the University of Suffolk; and

"Writing"

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

