

**THE COMPANIES ACTS, 1985 TO 2006**

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

**ARTICLES OF ASSOCIATION OF THE UNITED KINGDOM SCIENCE PARK ASSOCIATION**

**GENERAL**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act, 2006 and any statutory modification or re-enactment of them for the time being in force.
The Board	The Board for the time being of the Association.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named The United Kingdom Science Park Association.
Science Park	An active innovation location or initiative however named or designated that supports and delivers knowledge intensive communities driving knowledge based businesses and the wider economy. They encourage the formation and growth of knowledge based businesses and other organisations, are associated with a centre of research and development and provide business support and facilities to encourage the formation and growth of knowledge intensive businesses.
The Officers	The Officers for the time being of the Association.
Chief Executive	The head of paid service of the Association however designated
Office	The Registered Office of the Association.
In Writing	Written or electronic communication representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

The principal activities of the Association are:

To promote and encourage active knowledge intensive communities driving innovation for business growth.

To assist the Membership in the growth of science parks

2. The subscribers to the Memorandum of Association and such other persons as the Association shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the Association.
3. There shall be the following categories of Membership of the Association:

(a) Full Members: Science Parks in the UK and Republic of Ireland.

(b) Associate Members: Science Parks that are at a conceptual stage of development and aspiring to Full Membership and where it is the stated intention of the organisers that the development will fall within the definition of a Science Park.

(c) Overseas Members: Science Parks and similar organisations operating in countries outside the UK and Republic of Ireland who wish to have direct Membership of UKSPA

(d) Companion Members: Individuals who, by their work with the Association and Science Parks in general, are elected as Companion members of the Association. No person shall be admitted a member of the Association in any case unless first approved and resolved to be admitted a member by the Board.

(e) Affiliate Members: Organisations joining the Association, usually with reciprocal membership rights for the Association, whose objectives and activities have common ground with those of the Association and where membership could be mutually beneficial.

(f) Business Affiliate Members: Businesses which have an interest in the Association or Science Parks in general and co-operate with the Association and its Members in pursuit of its objectives.

(g) Group Membership. Science Parks having common management or ownership can apply for group membership with special terms at the discretion and with the agreement of the Chief Executive.

(h) Honorary Members: Individuals who, while not eligible for any other category of membership, are elected to honorary membership of the Association and are committed to supporting the growth and activities of the Association. No person shall be admitted a member of the Association in any case unless first approved and resolved by the Board for an agreed time limited period.

4. Every person (other than a Companion or Honorary Member) desirous of becoming a member of the Association must sign and deliver to the Association an application for membership on the Application Form of the Association.
5. When the Association shall have resolved to admit any applicant to membership the Chief Executive of the Association shall forthwith send to such applicant at the address of such member given on his application for membership notice in writing of his admission to membership.
6. When a new member of any category (other than a Companion or Honorary Member) is admitted to membership of the Association he shall pay within twenty eight days a joining fee to the Association if so demanded by the Board. This joining fee will be such sum as the Board may determine from time to time according to the category of membership.
7. The privileges of a Member shall not be transferable or transmissible by operation of law and every Member shall cease to be a member on the happening of any of the events following, namely: -
  - (a) If the member becomes insolvent, ceases to operate or no longer operates within the definition of a Science Park.
  - (b) If he serve upon the Association six months' notice in writing of his intention to resign his membership, in which event he shall cease to be a member at the expiration of six months from the date of service of such notice upon the Association.
  - (c) If he fails to pay the Association any subscription legally demanded within three months of the date of service upon him of a notice of such demand.
  - (d) If he shall wilfully neglect or refuse to observe or perform any obligation imposed upon him by these presents or shall be guilty of acts or conduct contrary or prejudicial to the objects, interests, or influence of the Association and a resolution of the Board, by a majority vote, is passed that member be excluded from the Association. Such member shall be afforded the opportunity of giving orally or in writing any explanation or defence he may think fit.

## GENERAL MEETINGS

8. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings. All General Meetings may be attended by two representatives of each Member.
10. The Board may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, in accordance with the provisions of the Act.
11. Twenty-one days' notice must be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
12. The Board may, by majority vote of a Short Notice Resolution, agree to waive the necessity of giving Twenty-one days' notice of the Annual General Meeting if required to address issues of extreme urgency.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and Auditors, any election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one-quarter of the Full Members personally present shall be a quorum.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other time and such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 17(i) The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
- 17 (ii) In the event that no elected board member is able to perform the functions of the Association Chairman, then the Board be empowered to seek and appoint an Honorary Chairman for that year.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been

transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person, or by a member or members present in person and representing one-tenth of the total rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of the meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

24. Subject as hereinafter provided, every Full Member shall have one vote. Associate, Affiliate, Business Affiliate, Overseas, Companion and Honorary Members shall not be entitled to vote.
25. Save as herein expressly provided no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting.
26. Votes must be given whether on a show of hands or on a poll personally or by proxy. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act.

#### SUBSCRIPTIONS

27. An annual subscription shall be payable by members (other than a Companion or Honorary Member) of the Association and shall be due on the annual anniversary date of joining the Association. The annual subscription shall be determined by the Board from time to time according to the category of membership.
28. The members of the Association shall determine the amount of subscription as recommended by The Board and make any variation to the subscriptions payable by members to the Association by amount, classification of members or any other way by special resolution at a General Meeting of the Association.
29. The Board shall propose to a General Meeting of the Association by Special Resolution the amount of annual subscriptions payable by members of the Association in the twelve months beginning the first day of April next following this General Meeting. The Special Resolution proposed by the Board shall be put to the meeting without amendment and if it be lost then one other resolution to fix this annual subscription may be proposed at the meeting by any Full Member of the Association. If such alternative resolution is put to the meeting and lost or if no such alternative resolution is put to the meeting the annual subscriptions payable by members of the Association shall remain unchanged at the levels operative during the period of twelve months within which this General Meeting is held.

## HONORARY OFFICERS AND BOARD

30. The Officers of the Association shall be a Chairman, Vice Chairman, Chief Executive and Treasurer. The Board of the Association shall consist of the Officers and not more than six other persons as ordinary members of the Board of whom one may be a Representative of a Business Affiliate Member and one may be a Representative of an Associate Member.
31. Save as indicated at clause 30 above, no person shall become a member of the Board unless he shall be a Representative of a Full Member appointed as provided by section 375 of the Act.
32. The Officers and ordinary members of the Board of the Association shall be nominated by the subscribers to this memorandum and thereafter these Officers and ordinary members of the Board shall retire and further Officers and ordinary members of the Board shall be elected or re-elected at the first Annual General Meeting of the Association.
33. Members duly nominated and where necessary appointed by vote of Full Members Annual General Meeting of the Association the Officers (other than the Chief Executive) and ordinary members of the Board shall be appointed for a term of 3 years in accordance with the provisions of this paragraph 35: At the end of three years the ordinary member will resign and be eligible for nomination and re-election for a further term:
- 33.1 All elections and re-elections shall become effective immediately after ratification by the Annual General Meeting of the Association.
- 33.2 Save as otherwise provided in this paragraph 33 no Officer (other than the Chief Executive) or ordinary member of the Board shall in any period serve in any capacity for a period exceeding six (6) years.
- 33.3 Notwithstanding paragraph 33.2 an existing member (whether Officer or ordinary member) of the Board who has already served two terms on the Board may nevertheless seek nomination as Chairman only when he/she would otherwise have been due to retire from membership of the Board by reason of paragraph 35.2 and shall remain eligible for re-election for a third term of office pursuant to paragraph 33.3.
- 33.4 For the avoidance of doubt if there shall at any time be a vacancy on the Board (whether due to insufficient nominations at the Annual General Meeting retirement during the year or otherwise) the Board may at its discretion:
- (a) co-opt additional Officers and/or ordinary Members to fill such vacancies until the next following Annual General Meeting and
- (b) for such purpose any Officer or ordinary Member of the Board who retired at the preceding Annual General Meeting by reason of the time limits imposed in this paragraph 33 shall be eligible for co-option but this paragraph 33 shall reapply to such co-opted member at the next Annual General Meeting as though their service had been continuous since their original election to the Board.
- 33.5 The Board may at its discretion invite any member or interested party to attend Board Meetings as an observer provided any such person shall not be entitled to vote on any issues to be decided by the Board.
34. The Board shall make and publish such arrangements as it considers appropriate for the nomination and election of Officers and ordinary members of the Board by Full Members of the Association.

## POWERS OF THE BOARD

35. The business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised and done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by

the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

36. Without prejudice to the generality of the last preceding Article it is hereby provided:-
- (a) that the Board may from time to time make and vary such bye-laws for the conduct and the affairs of the Association as they shall think proper, provided that no such bye-law shall have any validity or effect if it amounts to or involves any alteration of or addition to these presents which could only lawfully be made by special resolution;
  - (b) that the Board may formulate and from time to time vary a scheme to implement the purposes of the Association;
  - (c) that the Board may delegate any of its powers to any committee consisting of one or more Officers. They may also delegate to any Chief Executive or any Officer holding any other executive office such of their powers as they consider desirable to be exercised by him. 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 Officers so far as they are capable of applying.
37. The Board shall engage such servants as they may consider necessary and shall fix and regulate the terms and conditions of their employment.
38. The members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that in case the members of the Board shall at any time be or be reduced in number to less than three it shall be lawful for them to act as the Board for the purpose of summoning a General Meeting, or for co-opting Board members for the purpose of refilling the necessary vacancies.
39. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Board, shall be signed by such Officers or servants of the Association as the Board may from time to time appoint.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD

40. The office of a member of the Board shall be vacated: -
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (b) If he is found of unsound mind.
  - (c) If by notice in writing to the Association he resigns his office.
  - (d) If he ceases to hold office by virtue of any provision of the Act.
  - (e) If he fails to attend more than three consecutive meetings of the Board without leave of absence from the Board.
  - (f) If he ceases to be a representative of an Association member.
  - (g) If the person or body, whose nominee or appointee he is revokes his nomination or appointment.
  - (h) If he be prohibited from holding office by reason of any order made under the Company Directors Disqualification Act 1986.
  - (i) If a majority of two-thirds of members voting in person at a General Meeting request his resignation.

## PROCEEDINGS OF THE BOARD

41. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
42. The Board shall meet on a minimum of three occasions in each calendar year.
43. On the written request of two members of the Board the Chief Executive shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. Such a meeting may be convened or conducted in person, video conference or by telephone.
44. The elected Chairman of the Board shall preside at all such meetings of the Board at which he shall be present but, if no such Chairman be elected or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding a meeting, the members of the Board present shall choose someone of their number to be Chairman of the meeting.
45. A meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally. Directors may participate in Board Meetings in person, by telephone or video conference.
46. The Board may delegate all or any of their powers to a committee or committees consisting of such member or members of the Board as the Board think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents 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 as aforesaid. In the absence of any regulation to the contrary made by the Board any committee may co-opt any person to serve upon such committee provided that the number of co-opted members of the committee does not exceed the number of members thereof appointed by the Board and that no resolution passed at a meeting of a committee shall be of any effect unless a majority of the members of the committee present and voting on the resolution are members of the Association.
47. All acts bona fide done by any meeting of the Board or of any committee, of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Board.
48. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
49. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

## ACCOUNTS

50. The Board shall cause proper books of account to be kept with respect to: -
  - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its

transactions.

51. The books of account shall be kept at the office, or, subject to the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board.
52. The Board shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any accounts or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
53. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

#### AUDIT

54. At such intervals as the Board may determine that the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
55. Auditors shall be appointed and their duties regulated in accordance with the Act, and Sections 236 and 237 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

#### NOTICES

56. A notice may be served by the Association upon any member, by sending through the post or by e-mail, addressed to such member at his registered address as appearing in the register of members. Subject to a member having previously notified the Association in writing to which any notice may be sent, then the sending of notice by such method shall be deemed sufficient service of that member for all purposes.
57. Any member described in the register of members by an address not within the United Kingdom, shall be entitled to have notices served upon him at such address.
58. Any notice if served by post shall be deemed to have been served at the time at which the letter containing the same would be delivered in the ordinary course of post, and in proving such service it should be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

#### DISSOLUTION

59. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in the Articles.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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DEREK JAMES BURR  
20 Rodborough Road  
Dorridge  
Solihull  
West Midlands  
B93 8ED      Research Park Chief Executive

THOMAS BROADHURST  
33 Carwood Avenue  
Bramhall  
Stockport  
SK7 2PY      Science Park Chief Executive

DAVID NORMAN ETHERIDGE ROWE  
15 MossPaul Close  
Leamington Spa  
Warwickshire  
CV32 6NP      Science Park Director

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DATED the twenty-sixth day of March 1991.

WITNESS to the Signature of Derek James Burr

Patricia Marshall      48 Barnfield Drive Solihull B92 0QD      Secretary

WITNESS to the Signature of Thomas Broadhurst

Susan Rainford      373 Greenside Lane Manchester M35 7RY      Secretary

WITNESS to the Signature of David Norman Etheridge Rowe

Joanna Seale      19 Milverton Terrace Leamington Spa CV32 5BE      Secretary

First amendment: 8 September 1994	Second amendment: 18 September 1997	Third amendment 16 September 1999	Fourth amendment 28 September 2000
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Fifth amendment 16 May 2002	Sixth Amendment 29 September 2005	Seventh amendment 9 October 2008	Eighth amendment 19 September 2013
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Ninth amendment  
7 November 2019