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Company limited by guarantee

Hartpury College of Further Education (company number 11180792)

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**Articles of Association**

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Incorporated 31<sup>st</sup> January 2018

Articles of Association adopted by special resolution dated July 2018  
Updated July 2019 Updated November 2019

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THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

HARTPURY COLLEGE OF FURTHER EDUCATION

1. **PRELIMINARY**

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008) in force at the time of adoption of these Articles shall not apply to the College and these Articles shall be the regulations of the College.

2. **DEFINITIONS AND INTERPRETATION**

2.1 In these Articles, the following expressions have the following meanings unless inconsistent with the context:

**"Articles"** means the Company's articles of association as from time to time amended;

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

**"Board"** means the Board of Directors of the College;

**"Chair"** has the meaning given in **Article 16**;

**"chair of the meeting"** has the meaning given in **Article 43**;

**"Clerk"** has the meaning set out in **Article 26**;

**"College"** means the Company limited by guarantee constituted by these Articles;

**"Companies Act"** means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

**"Company"** means the company regulated by these Articles;

**"Director"** means a director of the Company, and includes any person occupying the position of director, by whatever name called;

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

**"electronic form"** has the meaning given in section 1168 of the Companies Act;

**"Eligible Governor"** means a Governor who is entitled to vote on the relevant matter at a Board meeting but excluding any

	Governor whose vote is not to be counted in respect of the relevant matter;
<b>"Governor"</b>	means a director;
<b>"hard copy form"</b>	has the meaning given in section 1168 of the Companies Act;
<b>"Institution"</b>	means the further education college operated by the College;
<b>"Instrument"</b>	means a document in hard copy form;
<b>"ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act;
<b>"participate"</b>	in relation to a Governors' meeting, has the meaning given in <b>Article 14</b> ;
<b>"Principal"</b>	means the person appointed to act as the Principal of the Institution;
<b>"proxy notice"</b>	has the meaning given in <b>Article 48</b> ;
<b>"relevant situation"</b>	has the meaning given in <b>Article 17</b> ;
<b>"Member"</b>	means the University as sole member of the College;
<b>"Secretary of State"</b>	means the Secretary of State for Education;
<b>"senior post"</b>	means such senior posts as the Board may decide for the purposes of these Articles;
<b>"special resolution"</b>	has the meaning given in section 283 of the Companies Act;
<b>"staff"</b>	means those persons employed by the Company from time to time;
<b>"statutes"</b>	means the Companies Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Act;
<b>"subsidiary"</b>	has the meaning given in section 1159 of the Companies Act;
<b>"University"</b>	means Hartpury University HEC or pending its formation by conversion of Hartpury College FEC then Hartpury College FEC;
<b>"University Board"</b>	means the University's Governing Body;
<b>"writing or written"</b>	includes fax and e-mail but excludes text messages and other communications in electronic form.

2.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act as in force on the date when these Articles become binding on the Company.

2.3 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.

2.4 Headings to the Articles are inserted for convenience only and shall not affect construction.

### 3. **OBJECTS**

The Company's objects are to provide for the public benefit in the United Kingdom and elsewhere education and training.

### 4. **POWERS**

4.1 In the furtherance of the foregoing objects in **Article 3** above but not further or otherwise the College shall have the following powers:

4.1.1 to grant academic or other diplomas, certificates or awards and distinctions of any kind or description (not being taught or research degrees), and to assess or otherwise examine candidates for this purpose;

4.1.2 to establish and run any education institution within the further or schools sector, including a College or school;

4.1.3 subject to compliance with any charities law applicable to the College to borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the College, both present and future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the College or any other person, firm or College of any obligation undertaken by the College as the case may be and upon all such or any other terms as the Governors may consider expedient;

4.1.4 to purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds, or securities of any other company or corporation carrying on business in any part of the world or to hold the same;

4.1.5 subject to compliance with any charities law applicable to the College to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the Governors may think necessary or convenient for the furtherance of the College's objects and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same;

4.1.6 to build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the furtherance of the College's objects and to join with any person, firm or company in doing any of the things aforesaid;

4.1.7 underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation whensoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed;

4.1.8 to establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the College for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company;

4.1.9 to enter into partnership or into any arrangement or to amalgamate with any person, firm, or company carrying on or proposing to carry on any of the College's

objects or any business or transaction which the Governors consider capable of being conducted to benefit the College;

- 4.1.10 to acquire and undertake the whole or any part of the property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any of the objects which the College is authorised to carry on, or can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the College;
- 4.1.11 to remunerate any employee or other person, firm or company rendering services to the College whether by cash payment or otherwise and to pay any or all of the formation and promotion expenses of the College and of any company formed or promoted by the College or associated with it, and to pay for any rights, interest or other property real or personal acquired by the College by any means in any manner whatsoever;
- 4.1.12 to make provision for the payment of pensions and other benefits to employees of the College and their dependants;
- 4.1.13 to draw, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, script, warrants, and other transferable or negotiable instruments;
- 4.1.14 to invest any monies they have and to delegate investment management powers;
- 4.1.15 to do all or any of the above things either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, subcontractors, trustees or otherwise; and
- 4.1.16 to do all such other things as may be deemed necessary or expedient or incidental or conducive to the attainment of the above objects or any of them,

**PROVIDED THAT** the income and property of the College wheresoever derived shall be applied solely towards the promotion of the objects of the College and no portion thereof shall be paid or transferred or distributed directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Member(s) of the College (unless such Member be a charity or charities) **PROVIDED THAT** nothing herein shall prevent any payment in good faith by the College of:

- 4.1.17 interest on money lent to the College by any Member of the College or by any group company at a rate of not more than 1 per cent less than the published rate of the other bankers of the College from time to time; or
- 4.1.18 reasonable and proper rent for premises demised or let to the College by any Member of the College or by a group company; or
- 4.1.19 reasonable and proper remuneration or fees to any Member of the College, or to any group company in return for goods or services actually rendered to the College; or
- 4.1.20 consideration for the transfer to the College of any asset, property or business (including goodwill) from any Member of the College or from any group company; or
- 4.1.21 Member receiving a benefit as beneficiary,

and for the purposes of **Articles 4.1.17, 4.1.18, 4.1.19 and 4.1.20** above "group company" means the University and each subsidiary of the University from time to time other than the College.

## 5. **LIABILITY OF MEMBERS**

5.1 The University shall be the sole Member of the College. The liability of the Member is limited to £1 being the amount that the Member undertakes to contribute to the assets of the College in the event of its being wound up while it is a Member or within one year after it ceases to be a Member for:

5.1.1 payment of the College's debts and liabilities contracted before it ceases to be a Member;

5.1.2 payment of the costs, charges and expenses of winding up; and

5.1.3 adjustment of the rights of contributories among themselves.

## 6. **GOVERNORS GENERAL POWERS**

6.1 Subject to the Articles, and the terms of any agreement between the College and its Member (including without limitation any governance agreement) and the ability of the University to administer the College pursuant to Article 60.3, The Governors are responsible for the strategic oversight of the College's business, for which purpose they may exercise all the powers of the College. Without limitation the Governors shall be responsible for the following functions:

6.1.1 the determination and periodic review of the educational character and mission of the Institution and the oversight of its activities;

6.1.2 publishing arrangements for obtaining the views of staff and students on the determination and period review of the educational character and mission of the Institution and the oversight of its activities;

6.1.3 approving the quality strategy of the Institution;

6.1.4 the effective and efficient use of resources, the solvency of the College and safeguarding the assets of the College;

6.1.5 approving annual estimates of income and expenditure;

6.1.6 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Company Secretary/Clerk, including, where the Company Secretary/Clerk is, or is to be appointed as, a member of staff, the Company Secretary's/Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff;

6.1.7 setting a framework for the pay and conditions of service of all other staff; and

6.1.8 the recommendation to the Member of any modifications to or revocation of these Articles.

6.2 The Board shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the Education Skills Funding Agency (or any successor body).

6.3 The Board shall not delegate the following functions-

6.3.1 the determination of the educational character and mission of the College;

6.3.2 the approval of the annual estimates of income and expenditure;

6.2.3 the responsibility for ensuring the solvency of the Institution and the Company and for safeguarding their assets;

- 6.3.4 the appointment of the Principal, holder of a senior post from time to time of the College (as such senior post holders shall be defined by the Board from time to time);
  - 6.3.5 the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
  - 6.3.6 the modification or revocation of these Articles (which shall first require the prior written approval of the Member).
- 6.4 The Board may not delegate -
- 6.4.1 the consideration of the case for dismissal, and
  - 6.4.2 the power to determine an appeal in connection with the dismissal
- of the Principal, the Clerk or the holder of another senior post, other than to a committee of members of the Board of Governors.
- The Board of Governors shall make rules specifying the way in which a committee having functions under this article 6.4 shall be established and conducted.
- 6.5 The Board shall work in consultation with the University Board in drawing up annual and longer term business plans for the Institution which plans shall take account of both the Institution and the University. For so long as the University shall be a Member then the Board shall not adopt any policies or procedures which are incompatible with those of the University or are contrary to any strategic or operating plans of the University from time to time.
- 6.6 The following matters will be subject to the prior approval of University Board before being actioned by the College:
- 6.6.1 Approval of the constitution of the College's students' union.
  - 6.6.2 Disposing, whether by sale lease or otherwise any of the assets of the College (for a sum of £100,000 or above) otherwise than the ordinary course of operations of College except to the extent provided in the annual operating plan.
  - 6.6.3 Buying, leasing or licensing any assets outside the terms of the annual operating plan except for any asset which has a value of less than £100,000.
  - 6.6.4 Giving or making any loans, borrowing or offering credit.
  - 6.6.5 Giving any guarantee, suretyship or indemnity.
  - 6.6.6 Creating any subsidiary, becoming a member of any legal entity, entering in to any joint venture, merger or material contract outside the ordinary course of College's operations except as set out in the annual operating plan.
  - 6.6.7 Creating any encumbrance, mortgage or charge over the whole or any part of the undertaking of assets of the College.
  - 6.6.8 Commencing, settling or bringing any legal proceedings outside of the College's ordinary course of business.
  - 6.6.9 Entering into any contracts or arrangements outside of the College's ordinary course of business otherwise than in accordance with the annual business plan or any standing orders made under the Articles or the financial regulations of the College.
  - 6.6.10 Applying for any administration order.
  - 6.6.11 Admitting any new member of the College.
  - 6.6.12 Embarking on any negotiations or conclude any negotiations for consolidation, merger or acquisition of any business or undertaking of any person.
  - 6.6.13 Making any arrangement with any revenue authority or the Charity Commission.
  - 6.6.14 Attempting to secure funding otherwise than in accordance with the annual operating plan.

7. **THE ESTABLISHMENT OF COMMITTEES AND DELEGATION OF FUNCTIONS GENERALLY**

7.1 The Board may establish committees for any purpose or function, other than those assigned in these Articles to the Board, Principal or Clerk and may delegate powers to:

7.1.1 such committees;

7.1.2 the Chair, or in the Chair's absence, the Vice-Chair; or

7.1.3 the Principal.

7.2 The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Board and may include persons who are not members of the Board. The terms of reference of any such committee shall first be approved by the University for so long as it is a Member.

7.3 The Board may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

7.4 For so long as the University shall be a Member no committee of Board shall adopt any policies or procedures which are incompatible with those of the University or are contrary to any strategic or operating plans of the University from time to time.

8. **AUDIT COMMITTEE**

8.1 The Board shall establish a committee, to be known as the Audit Committee, to advise on matters relating to the Board's audit arrangements and systems of internal control.

8.2 The Audit Committee shall consist of at least three persons.

9. **APPOINTMENT, PROMOTION AND CONDUCT OF STAFF**

9.1 Where there is a vacancy or expected vacancy in the Principal or holder of a senior post, the Board, shall determine the arrangements for the advertisement, selection and appointment for a successor.

9.2 Where there is a vacancy in the Principal or a holder of a senior post or where the Principal or holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:

9.2.1 may be required to act as Principal or in the place of any senior post holder; and

9.2.2 if so required, shall have all the duties and responsibilities of the Principal or such holder of a senior post during the period of the vacancy or temporary absence.

9.3 The Principal shall have responsibility for selecting for appointment all members of staff other than:

9.3.1 holders of a senior post; and

9.3.2 where the Company Secretary/Clerk is also to be appointed as a member of staff, the Company Secretary/Clerk in the role of a member of staff.

9.4 After consultation with the staff, the Board shall make rules relating to staff conduct. In making such rules the Board shall have regard to the need to ensure that academic staff at the College have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the College.

## 10. **GRIEVANCE, SUSPENSION AND DISCIPLINARY PROCEDURES**

10.1 After consultation with staff, the Board shall make rules setting out:

10.1.1 grievance procedures for all staff;

10.1.2 procedures for the suspension of all staff; and

10.1.3 disciplinary and dismissal procedures for:

10.1.3.1 holders of a senior post, and

10.1.3.2 staff other than holders of a senior post

and such procedures shall be subject to the provisions of **Articles 6.1.6, 11** and **30.1.5**.

10.2 Any rules made under article 10.1.2 shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

10.3 Any rules made under article 10.1.3 shall include provision that where the Board considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

## 11. **GOVERNORS DUTIES**

All Governors must comply with their legal obligations (including acting in the best interests of the College) as Governors and shall not be bound to speak or vote by mandates given by any body or person.

## 12. **PROCEEDINGS AT GOVERNORS MEETINGS**

12.1 Any decision of the Governors must be by a majority decision at a meeting on the basis of one vote for every Eligible Governor. The Chair or Vice-Chair (when acting as Chair) is entitled to a second or casting vote if there is an equal division of votes.

12.2 A resolution in writing agreed by a simple majority of the Governors who would have been entitled to vote on it had it been proposed at a meeting shall be effective provided that:

12.2.1 A copy of the proposed resolution has been sent to every Eligible Governor; and

12.2.2 A simple majority of Eligible Governors have signified their agreement to the resolution.

12.3 A decision may not be taken in accordance with this **Article 12** if the Eligible Governors would not have formed a quorum at such a meeting.

12.4 Any Governor appointed who is under the age of 18 shall not vote at any Board meeting on any matter relating to the expenditure of money by the College or under which the College would enter in to any contract, or would incur any debt or liability, whether immediate or contingent or otherwise.

12.5 No governor who is a student at the Institution shall take part in any meetings of the Board or any committee thereof at which another student's conduct, suspension or expulsion is to be considered or (if required by the Board) any matter related to a member or prospective member of staff.

12.6 No governor who is a member of staff at the Institution (except subject to articles 17 and 18 the Principal) shall (unless otherwise agreed by the Board by a majority of Eligible Governors) take part in any meetings of the Board or any committee thereof at which any matter related to a member or prospective member of staff is to be discussed.

12.7 No resolution of the Governors may be rescinded or varied at a subsequent meeting of Governors unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

### 13. **GOVERNORS MEETINGS**

13.1 The College shall hold at least one Board meeting during each term of the Institution, and shall hold such other meetings as may be necessary. Meetings shall be convened by the Company Secretary or the Clerk (except in relation to matters relating to the Company Secretary/Clerk in which case the Chair shall convene the meeting and be responsible for sending out all relevant papers therefor).

13.2 The Chair, the University Board or any three Governors may in addition to the meetings referred to in **Article 13.1** call a Governors' meeting by giving notice of the meeting to the Governors or by authorising the Company Secretary (if any) to give such notice.

13.3 Notice of any Governors' meeting must indicate:

13.3.1 its proposed date and time;

13.3.2 where it is to take place;

13.3.3 its agenda; and

13.3.4 if it is anticipated that Governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.4 Notice of a Governors' meeting must be given to each Governor, shall be in writing and shall be by at least seven calendar days before the date of the meeting unless the Chair or in the Chair's absence the Vice-Chair decides there are matters requiring urgent consideration.

13.5 Notice of a Governors' meeting need not be given to Governors who waive their entitlement to notice of that meeting, by giving notice to that effect to the College not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### 14. **PARTICIPATION IN GOVERNORS MEETINGS**

14.1 Subject to the Articles, Governors participate in a Governors' meeting, or part of a Governors' meeting, when:

14.1.1 the meeting has been called and takes place in accordance with the Articles; and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether Governors are participating in a Governors' meeting, it is irrelevant where any Governor is or how they communicate with each other but so that such members shall be required to be able to hear each other.

14.3 If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is; in the absence of such a decision, the meeting is deemed to take place at the location from where the Chair participates.

14.4 Any meeting or communication with a Governor of the Board or committee of the Board shall be capable of being made by electronic means as defined in section 1168(3) to (6) of the Companies Act 2006.

15. **QUORUM FOR GOVERNORS MEETINGS**

- 15.1 At a Governors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 Meetings of the Board shall be quorate, subject to **Articles 17** and **18** below, if the number of Governors present is at least 5 Governors including a majority of Independent Governors.
- 15.3 If the total number of Governors for the time being in office is less than the quorum required, the Governor or Governors in office must not take any decision other than a decision:
- 15.3.1 to appoint further Governors (for which purpose they shall convene a meeting of Governors as soon as practicable); or
- 15.3.2 to call a general meeting so as to enable the Member to appoint further Governors.

16. **CHAIR AND VICE-CHAIR**

- 16.1 Subject to Article 16.2 the Governors shall appoint the Chair and a Vice-Chair from among the Independent Governors or the Chair of the University.
- 16.2 Neither the Principal or any staff or student Governor or Clerk/Company Secretary shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 16.3 The Chair and Vice-Chair shall hold office for such period and on such terms as the Board decide from time to time. The Chair and Vice-Chair may resign at any time by giving written notice to the Company Secretary to that effect. The Board may remove the Chair or Vice-Chair by giving written notice to that effect if either is satisfied that the Chair or Vice-Chair (as the case may be) is unfit or unable to carry out the functions of office or it is in the best interests of the College for the Chair or Vice-Chair not to continue his or her role as Chair or Vice-Chair.
- 16.4 If the Chair is not participating in a Governors' meeting within ten minutes of the time at which it was to start, the Vice-Chair shall act as chair for that meeting or in his or her absence the participating Governors shall appoint one of themselves to chair it.
- 16.5 The Board shall procure on or before the last meeting of the term of office of the Chair or Vice-Chair (as the case may be) that a replacement Chair or Vice-Chair (as the case may be) is appointed on the basis that subject to any rule or by-law made by the Board of Governors from time to time that the current Chair or Vice-Chair (as the case may be) is eligible for reappointment.

17. **GOVERNORS' INTERESTS IN RELATION TO TRANSACTIONS OR ARRANGEMENTS WITH THE COLLEGE**

- 17.1 The relevant provisions of the Companies Act (including without limitation sections 177 and 182 of the Companies Act) shall apply, subject to these Articles, in relation to declarations of interests in proposed and existing transactions or arrangements with the College. In addition the provisions of these Articles shall be subject to any charity law responsibilities from time to time including, without limitation as to commonality of interest.
- 17.2 A Governor shall, as soon as reasonably practicable, declare the nature and extent of his or her interest in a relevant situation (as defined below) to the other Governors or committee members if the relevant situation arises at a committee meeting of the College. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest. If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. The Company Secretary shall maintain a register of all such interests so disclosed.
- 17.3 If a situation (a "relevant situation") arises in which a Governor has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the College (including, without limitation, in relation to the exploitation of any property, information or

opportunity, whether or not the College could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply:

- 17.3.1 if the relevant situation arises from the appointment or proposed appointment of a person as a Governor of the College the Governors (other than the Governor, and any other Governor with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the Governor and the relevant situation on such terms as they may determine;
  - 17.3.2 if the relevant situation is a conflict of loyalties (as defined by the Charity Commission from time to time) the Governors (other than the Governor, and any other Governor with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation on such terms as they may determine;
  - 17.3.3 if the relevant situation arises in circumstances other than in **Article 17.3.1** or **Article 17.3.2** above the Governors or if a committee of the College then the committee Members (other than in each case the Governor and any other Governor with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the Governor of his or her duties on such terms as they may determine in accordance with these Articles.
- 17.4 Any terms determined by the Governors (or committee members as the case may be) under **Articles 17.3.1** or **17.3.3** may be imposed at the time of the authorisation or may be imposed or varied subsequently by the Governors (or committee members as the case may be) but shall not allow the interested Governors to vote (or remain in the Board or committee meeting (as the case may be) and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation and shall include (without limitation) both the exclusion of the interested Governors from all information and discussion by the College of the relevant situation and (without prejudice to the general obligations of confidentiality) the application to the interested Governors of a strict duty of confidentiality to the College for any confidential information of the College in relation to the relevant situation **PROVIDED ALWAYS** that a Governor can vote, be counted in the quorum and be present at meetings to consider any matter referred to in **Article 18.2** unless the other Governors resolve otherwise.
- 17.5 Any reference in above to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 17.6 An interested Governor must act in accordance with any terms determined by the Governors.
- 17.7 Notwithstanding any other provision of these Articles no Governor shall acquire or hold any interest in property that is held by or used for the purposes of the College.

## 18. **GOVERNORS INTERESTS GENERALLY AND VOTING**

- 18.1 Subject to the Companies Act and to **Article 17**, a Governor notwithstanding his or her office:
- 18.1.1 may be a party to, or otherwise interested or participate in, any transaction or arrangement with the College or in which the College is otherwise interested, including any such pensions, other benefits, transactions or arrangements as are referred to in **Article 29**;
  - 18.1.2 may act by himself or his or her firm in a professional capacity for the College (except as auditor) and s/he or his or her firm shall be entitled to remuneration as if s/he were not a governor;

- 18.1.3 may be a governor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the College or in which the College is otherwise interested; and
- 18.1.4 shall not, by reason of his or her office (or of the fiduciary relationship established by holding that office), be accountable to the College for any remuneration, profit or other benefit resulting from any relevant situation authorised under article 16, and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any governor having an interest authorised under **Article 17** above.
- 18.2 Governors can attend, vote at and be part of the quorum for Board meetings and committee meetings of the College to consider:
- 18.2.1 any proposal to take out insurance as envisaged in **Article 27.1.2**;
- 18.2.2 any proposal relating to pay and conditions of all staff or all staff of a particular class of the College (except any governor acting as a representative (whether or not on behalf of a recognised trade union) for staff or the class thereof in the negotiations leading to the matter being out to the Board of Governors shall not be allowed to take part in, attend or vote or receive minutes thereof of that part of the meeting dealing with pay and conditions of staff or a class thereof); or
- 18.2.3 any proposal for any benefits under article 26 which apply to the Governors as a whole
- subject in each case to complying with any requirements of the Charity Commission or any other regulator of the College from time to time and to such Governors recognising their duties as governor of the College.
- 18.3 Except as provided by procedures made pursuant to articles 17 and 18 of the Articles a Governor who is a member of staff at the College, including the Principal, shall withdraw—
- 18.3.1 from that part of any Governors meeting, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- 18.3.2 from that part of any Governors meeting, or any of its committees, at which that Governor's reappointment or the appointment of that Governor's successor is to be considered;
- 18.3.3 from that part of any Governors meeting, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- 18.3.4 if so required by a resolution of the other members present at that Governors meeting, from that part of any Governors meeting or any of its committees, at which staff matters relating to any member of staff holding a post senior are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 18.4 A student member who is under the age of 18 shall not vote at a meeting of the Governors, or any of its committees, on any question concerning any proposal—
- 18.4.1 for the expenditure of money by the College; or
- 18.4.2 under which the College, or any Governors, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

- 18.5 Except as provided by rules relating to appeals and representations by students in disciplinary cases, a student Governor shall withdraw from that part of any meeting of the Governors or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- 18.6 In any case where the Governors, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the College, a student member shall—
- 18.6.1 take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- 18.6.2 where required to do so by a majority of the Governors, other than student Governors of the company or committee present at the meeting, withdraw from the meeting.
- 18.7 The Clerk/Company Secretary—
- 18.7.1 shall withdraw from that part of any meeting of the Governors, or any of its committees, at which the Clerk's/Company Secretary's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk/Company Secretary are to be considered; and
- 18.7.2 where the Clerk/Company Secretary is a member of staff at the College, the Clerk shall withdraw in any case where a Governor is required to withdraw under Articles 17 or 18.
- 18.8 If the Clerk/Company Secretary withdraws from a meeting, or part of a meeting, of the Governors under Article 18.12 or otherwise then the meeting shall appoint a person from among themselves to act as Clerk during his or her absence.
- 18.9 If a question arises at a meeting of Governors or of a committee of Governors as to the right of a Governor to participate in the meeting (or part of the meeting) for voting and quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Governor other than the Chair is to be final and conclusive.
- 18.10 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Governors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes.

19. **RECORDS OF DECISIONS TO BE KEPT**

- 19.1 The Governors must ensure that the College keeps a record, in writing, of every decision taken by the Governors, Member(s) and committees of the College. The approval of the minutes of the last meeting shall be taken as an agenda item at the next meeting of the Governors, Members or committee (as the case may be) and if so approved at that next meeting shall be signed as true record by the chair of the meeting.
- 19.2 Separate minutes of parts of meetings from which Governors withdrew shall be kept and such persons as withdrew from the meeting shall not be entitled to see such minutes.

20. **GOVERNORS' DISCRETION TO MAKE RULES AND BYE-LAWS**

The Board may from time to time make (and alter, make additions to and repeal from time to time) such rules or bye-laws as they deem necessary or expedient or convenient for the proper conduct and management of the College provided that no such rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in these Articles.

Such rules and bye-laws may, without limitation, deal with public access to meetings of the Governors, its Member(s) and committees and the publication (and manner of publication) of meeting agenda, minutes of meetings and documents produced to or considered by such

meetings but so that the University shall be entitled to be sent copies of all documents produced to meetings and agenda and minutes of such meetings.

There shall be excluded from any item made available for inspection to persons not being on such board or committee any material relating to—

20.1 a named person employed at or proposed to be employed at the College;

20.2 a named student at, or candidate for admission to, the College;

20.3 the Clerk/Company Secretary; or

any matter which, by reason of its nature, the Governors are satisfied should be dealt with on a confidential basis. Any rules or bye-laws approved under this Article shall be published on the website of the College.

## 21. **NUMBER OF GOVERNORS**

The number of Governors shall not, unless otherwise determined by an ordinary resolution of the College or as specified in these Articles, be subject to any maximum or minimum.

## 22. **COMPOSITION OF THE BOARD OF GOVERNORS**

22.1 The Board of Governors of the College shall, subject to **Article 24**, be composed of:

22.1.1 up to six Governors ("Independent Governors") who appear to the Board to have the necessary skills and diversity to ensure that the Board carries out its functions under **Article 6** and are appointed under **Article 23.4**;

22.1.2 the Chair of the University Board ex officio;

22.1.3 one person being on the University Board and chosen by the University;

22.1.4 the Principal of the Institution;

22.1.5 one Governor who is a member of staff of the College and has a contract of employment with the College and who has been nominated and elected by all staff at the College ("staff member") but so that a staff member cannot also be a member of the University Board; and

22.1.6 one Governor who is a student at the College and has or have been nominated and elected by his or her fellow students, or if the Board so decides, by a recognised association representing such students ("student member") but so that if such person is under eighteen then such person shall be an observer only at the Board of Governors and further that a student member cannot also be a member of the University Board.

22.2 A person who is not for the time being enrolled as a student at the College, shall nevertheless be treated as a student during any period of authorised absence from the College for study, travel or for carrying out the duties of any office held by that person in the College's student union.

22.3 The appointing authority, as set out in **Article 23**, will decide whether a person is eligible for nomination, election and appointment as a Governor of the Board under **Article 22.1**.

22.4 No Governor shall be entitled to appoint an alternate for him or her.

22.5 The term of office and the maximum total periods that a person can serve as a Governor of the College if appointed:

22.5.1 shall be up to four years (renewable subject to the terms of any bye law) unless otherwise determined by the Board of Governors from time to time; save that

22.5.2 the term of office of the Principal shall automatically cease if they cease to be employed by the College; and

22.5.3 the term of office of the member of staff appointed under Article 22.1.5 shall automatically cease if they cease to be employed or become a member of the University Board and the student appointed under Article 22.1.6 shall automatically cease if they cease to be a student or become a member of the University Board.

## 23. **APPOINTMENT OF THE BOARD OF GOVERNORS**

23.1 The Board is the appointing authority in relation to the appointment of the Board using the procedure set out in Article 23.4.

23.2 The appointing authority may decline to appoint a person as a staff or student member if:

23.2.1 it is satisfied that the person has been removed from office as a member of a further or higher education corporation in the previous ten years or is the subject of an ongoing disciplinary procedure; or

23.2.2 the appointment of the person would contravene any rule or bye-law made under **Article 20** concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of governors appointed by the appointing authority; or

23.2.3 the person is ineligible to be a Governor of the Board as set out in **Article 24**.

23.3 Where the office of any Governor becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new Governor to fill the vacancy.

23.4 Any vacancy for an Independent Governor shall be filled by a person approved by the Board following a selection process run by the Search Committee. The Search Committee shall be a committee of the Board comprised of 3 persons chosen by the Board and 3 persons chosen by the University. The chair of the Search Committee shall not have a second or casting vote. The Board and the University shall approve the terms of reference, remit, role and procedure from time to time.

## 24. **PERSONS WHO ARE INELIGIBLE TO BE GOVERNORS**

24.1 A person is ineligible to be a Governor as below:

24.1.1 No one under the age of 18 may be a Governor, except as a student governor.

24.1.2 The Clerk/Company Secretary may not be a Governor.

24.1.3 A person who is a member of staff of the College may not be, or continue as, a member, except as a staff member or in the capacity of Principal.

24.1.4 **Article 24.1.3** above does not apply to a student who is employed by the College in connection with the student's role as an officer of a students' union.

24.1.5 Subject to **Articles 24.1.6** and **24.1.7**, a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986 (2), or if that person has made a composition of arrangement with creditors including an individual voluntary arrangement.

24.1.6 Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, interim bankruptcy

restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:

- 24.1.6.1 on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
  - 24.1.6.2 if the bankruptcy order is annulled, at the date of that annulment; or
  - 24.1.6.3 if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
  - 24.1.6.4 if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
  - 24.1.6.5 if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- 24.1.7 Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- 24.1.8 Subject to **Article 24.1.9**, a person shall be disqualified from holding, or from continuing to hold, office as a member if:
- 24.1.8.1 within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
  - 24.1.8.2 within the previous twenty years that person has been convicted as set out in **Article 24.1.8.1** and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and half years; or
  - 24.1.8.3 that person has at any time been convicted as set out in **Article 24.1.8.1** and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- 24.1.9 For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- 24.1.10 Upon a Governor of the Board becoming disqualified from continuing to hold office under **Articles 24.1.5** and **24.1.8**, the Governor shall immediately give notice of that fact to the Company Secretary/Clerk.

## 25. **TERMINATION OR SUSPENSION OF GOVERNORS**

- 25.1 A Governor may resign from office at any time by giving notice in writing to the Company Secretary/Clerk.
- 25.2 If at any time, the Board is satisfied that any Governor:
  - 25.2.1 is unfit or unable to discharge the functions of a Governor; or

25.2.2 has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board; or

25.2.3 it is no longer in the best interests of the Board for that member to continue to carry out the functions of office,

the Board may, by notice in writing to that Governor, remove the Governor from office and the office shall then be vacant.

25.3 Any person who is a member of the Board by virtue of being a member of the staff of the College, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

25.4 A student member shall cease to hold office:

25.4.1 at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Board may decide; or

25.4.2 if expelled from the College,

and the office shall then be vacant.

25.5 If at any time the Board is satisfied that it is not in the best interests of the Board for a Governor to continue in active office for any reason (including by not limited to pending the outcome of an investigation, whether internal or external) the Board may by notice in writing to that Governor suspend that Governor from office until further notice.

## 26. **COMPANY SECRETARY AND CLERK**

26.1 A Company Secretary shall be appointed by the Board, subject to the provisions of the Companies Act, on such terms and at such remuneration as they think fit but the Principal, Chair and Vice-Chair may not be appointed as Company Secretary. The Company Secretary shall also be the clerk to the University unless the University Board agree otherwise. The Board of Governors shall be entitled to remove the Company Secretary.

26.2 The College shall also appoint a Clerk to the Institution. The Company Secretary shall also act as the Clerk of the Institution.

26.3 As Clerk to the Institution s/he shall be responsible for:

26.3.1 advising the College and its Governors on the operation of their powers;

26.3.2 advising the College and its Governors and committees on procedural issues;

26.3.3 advising the College and its Governors with regard to the conduct of the College's business; and

26.3.4 advising the College and its Governors with regard to matters of governance practice.

26.4 The Company Secretary shall be entitled to attend all meetings of the Board of Governors or Members or committees of the College unless s/he has a conflict of interest in which case the Board of Governors shall appoint a Clerk for that part of the meeting from amongst the Governors present or otherwise as they see fit. The Clerk (if a different person to the Company Secretary) shall attend such parts of the Board meetings as required.

26.5 Where the Company Secretary/Clerk is also a member of staff at the College, the Company Secretary/Clerk may, with the approval of the Board, be treated as a senior post holder for the purposes of **Article 10.1.3**. Where the Clerk is suspended or dismissed as a member of staff (and not as Company Secretary/Clerk), that suspension or dismissal shall not affect the position of the Clerk in the separate role of Company Secretary/Clerk.

27. **GOVERNORS' SERVICES AND REMUNERATION**

27.1 No Governor shall (without the approval of the Charity Commission or other regulator of the College from time to time) be appointed to any paid office of the College subject to the following exceptions:

27.1.1 Governors may be reimbursed expenses under **Article 28** hereof;

27.1.2 Governors may consider and vote upon proposals both for the College to insure the majority of the Governors and the College (under **Article 57** hereof) against liabilities incurred by them arising out of their office and for the College to obtain such insurance and pay the premiums therefor.

28. **GOVERNORS' EXPENSES**

28.1 The College may pay any reasonable expenses which the Governors and the Company Secretary (if any) properly incur in connection with their attendance at:

28.1.1 meetings of Governors or committees of Governors; or

28.1.2 general meetings,

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

29. **PENSIONS AND OTHER BENEFITS**

29.1 The Governors may, subject to any requirements of the Charity Commission, exercise all the powers of the College to:

29.1.1 pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time in the employment or service of the College or of any body corporate which is or was associated with the College or of the predecessors in business of the College or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the Governors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums; and

29.1.2 support and subscribe to any institution or association which may be for the benefit of the College or employees of the College or their relatives or dependants and to support and subscribe to any charitable or public object whatsoever.

29.2 No Governor shall be paid for acting as a Governor.

30. **PRINCIPAL**

30.1 The Principal shall be the Principal of the Institution and shall have executive responsibility and be accountable to the Board for the following functions:

30.1.1 making proposals to the Board of Governors about the educational character and mission of the College and implementing decisions of the Board of Governors;

30.1.2 the determination of the Institution's academic and other activities;

30.1.3 preparing annual estimates of income and expenditure for consideration and approval by the Governors and the management of budget and resources within the estimates approved by the Governors;

- 30.1.4 the organisation, direction and management of the Institution and leadership of the staff;
  - 30.1.5 the appointment, assignment, grading, appraisal, suspension, dismissal and determination within the framework set by the Governors of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk where the Clerk is also a member of staff; and
  - 30.1.6 maintaining student discipline and, within the College rules and procedures from time to time, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- 30.2 The Principal shall be entitled to delegate any of his or her functions to any suitable person or persons subject to the terms of any schemes of delegation of the College approved by the Board from time to time other than in respect of the management of budget and resources or any functions delegated to the Principal by the Board.
- 30.3 The Principal shall be chosen by the Board following a selection process approved by the Board.
- 30.4 The Principal will normally be the accounting officer of the Institution for the purposes of the Education Skills Funding Agency (or any successor thereto) and/or any other funding body subject to the approval of the Board.
- 30.5 The Principal may be an employee of the College in respect of his or her role as Principal. The Principal may (but need not be) also be vice-chancellor (or equivalent role) at the University. In that capacity he or she may also be an employee of the University.

## 31. **STUDENTS**

- 31.1 Any students union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the College and no amendment to or rescission of that constitution, in whole or in part, shall be valid unless approved by the College.
- 31.2 Any students union shall present its accounts annually to the Board.
- 31.3 After consultation with the representatives of the students, the College shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

## 32. **MEMBERSHIP**

The sole Member of the College shall unless the Secretary of State agrees otherwise be the University.

## 33. **CONDITIONS OF MEMBERSHIP**

- 33.1 Any Member shall be entitled to resign from membership by giving one month's notice thereof as long as there shall be at least one Member left after such resignation takes effect.
- 33.2 Membership is not transferable or transmittable nor can it be mortgaged, charged or otherwise encumbered.
- 33.3 In addition to **Article 33.1** a person's membership terminates when that person dies or ceases to exist.

## 34. **COLLEGE NOT BOUND BY LESS THAN ABSOLUTE INTERESTS**

Except as required by law, no person is to be recognised by the College as holding any membership interest upon any trust, and except as otherwise required by law, the College is not in any way to be bound by or recognise any interest in a membership other than the holder's absolute ownership of it and all the rights attaching to it.

35. **MEMBERSHIP CERTIFICATES**

The College shall issue each Member, free of charge, with one or more certificates in respect of the membership interest which that Member holds in a form approved by the Governors.

36. **REPLACEMENT MEMBERSHIP CERTIFICATES**

36.1 If a certificate issued in respect of a Member's interest is:

36.1.1 damaged or defaced; or

36.1.2 said to be lost, stolen or destroyed,

that Member is entitled to be issued with a replacement certificate.

A Member exercising the right to be issued with such a replacement certificate must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Governors decide.

37. **INCOME, DIVIDENDS**

37.1 A membership interest does not of itself entitle the holder to any rights of participation in the surpluses or other profits of the College but so that any Member which is a charity shall not be deprived of any right as a result of being a Member of the College.

37.2 A membership interest does not of itself entitle the holder to any rights of participation in the capital of the College but so that any Member which is a charity shall not be deprived of any right as a result of being a Member of the College.

38. **WINDING UP**

Subject to the provisions of the Companies Act and any insolvency laws the Member(s) may by special resolution resolve to wind up or dissolve the College. If, upon the winding up or dissolution of the College there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or distributed to the University if it be a Member but otherwise shall not be paid to or distributed among the other Members of the company (unless such Members qualify as a permitted distributee under the provisions of this article), but shall be given or transferred to such other body or institution to be applied for charitable purposes providing education or services related to education, which prohibits the distribution of its income and property to an extent at least as great as is imposed upon the College by the first proviso to **Article 4.1**, and this article, as the Member of the College shall resolve at or before the time of dissolution.

39. **NOTICE OF GENERAL MEETING**

A Member present either in person or by proxy, at any general meeting of the College shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.

40. **ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

40.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

40.2 A person is able to exercise the right to vote at a general meeting when:

40.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- 40.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 40.3 The Governors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 40.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 40.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### 41. **QUORUM FOR GENERAL MEETINGS**

- 41.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 41.2 The quorum for a general meeting shall be the University if it be a Member but otherwise shall be at least two authorised representatives of Members of the College.

#### 42. **CHAIRING GENERAL MEETINGS**

- 42.1 The chair from time to time of the Board shall chair general meetings if present and willing to do so. The chair is not entitled to a second or casting vote.
- 42.2 If the Chair of the Board is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then the Vice-Chair of the College shall chair the meeting or if s/he is not present or unwilling to chair the meeting then the Member(s) present must appoint a person to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 42.3 The person chairing a meeting in accordance with this article is referred to as the chair of the meeting.

#### 43. **ATTENDANCE AND SPEAKING BY GOVERNORS AND NON-MEMBERS**

- 43.1 The chair of the meeting may permit other persons who are not:
- 43.1.1 Members of the College; or
- 43.1.2 otherwise entitled to exercise the rights of Members in relation to general meetings,
- to attend and speak at a general meeting.

#### 44. **ADJOURNMENT**

- 44.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 44.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 44.2.1 the meeting consents to an adjournment; or
- 44.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 44.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 44.4 When adjourning a general meeting, the chair of the meeting must:
- 44.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Governors; and
  - 44.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 44.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the College must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 44.5.1 to the same persons to whom notice of the College's general meetings is required to be given; and
  - 44.5.2 containing the same information which such notice is required to contain.
- 44.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
45. **VOTING: GENERAL**
- A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles. Each Member shall have one vote whether on a show of hands or on a poll.
46. **ERRORS AND DISPUTES**
- 46.1 No 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.
- 46.2 Any such objection must be referred to the chair of the meeting, whose decision is final.
47. **POLL VOTES**
- 47.1 A poll on a resolution may be demanded:
- 47.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 47.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 47.2 A poll may be demanded only by a Member.
- 47.3 A demand for a poll may be withdrawn if:
- 47.3.1 the poll has not yet been taken; and
  - 47.3.2 the chair of the meeting consents to the withdrawal.
- 47.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.
48. **CONTENT OF PROXY NOTICES**
- 48.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 48.1.1 states the name and address of the Member appointing the proxy;

- 48.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 48.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
  - 48.1.4 is delivered to the College in accordance with the Articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.
- 48.2 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 48.3 Unless a proxy notice indicates otherwise, it must be treated as:
- 48.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 48.3.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**49. DELIVERY OF PROXY NOTICES**

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

**50. AMENDMENTS TO RESOLUTIONS**

- 50.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 50.1.1 notice of the proposed amendment is given to the College 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
  - 50.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 50.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 50.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

50.3 The member(s) may by special resolution direct the Directors to take or refrain from taking specified action. No such special resolution shall invalidate anything which the Directors have done before the passing of the resolution.

50.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

#### 51. **MEANS OF COMMUNICATION TO BE USED**

51.1 Subject to the Articles, anything sent or supplied by or to the College under the Articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the College.

51.2 Subject to the Articles, any notice or document to be sent or supplied to a governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that governor has asked to be sent or supplied with such notices or documents for the time being.

51.3 A Governor may agree with the College that notices or documents sent to that Governor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### 52. **WHEN A COMMUNICATION FROM THE COLLEGE IS DEEMED RECEIVED**

52.1 Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post.

52.2 Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left.

52.3 Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of College.

52.4 If the College receives a delivery failure notification following a communication by electronic means in accordance with **Article 52.3**, the College shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the Member either personally or by post addressed to the Member at his or her or its registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph (c).

#### 53. **NOTICES IN WRITING GIVEN TO THE COLLEGE BY MEMBERS**

Any notice in writing given to the College by a Member (or Members) shall take effect when it is lodged at the registered office or produced to any Governors' meeting.

#### 54. **COMPANY SEAL**

54.1 The College shall have a common seal unless the University Board determines otherwise.

54.2 The common seal may only be used by the authority of the Governors or of a committee of the Governors.

54.3 The Governors may decide by what means and in what form the common seal is to be used.

54.4 Unless otherwise decided by the Governors, if the common seal is affixed to a document, the document must also be signed by at least two authorised persons in the presence of a witness(es) who attests the signatures.

54.5 For the purposes of this article, an authorised person is:

54.5.1 the Chair or any other Governor of the College authorised by the Governors either generally or specifically for that purpose; and

54.5.2 another Governor of the College.

54.6 The College may exercise the powers conferred by the Companies Act with regard to having official seals and those powers shall be vested in the Governors. Subject to the Companies Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, and affixed in such manner as the Governors may from time to time determine.

## 55. **PROVISION FOR EMPLOYEES ON CESSATION OF UNDERTAKING**

The Governors may decide to make provision for the benefit of persons employed or formerly employed by the College or any of its subsidiaries (other than a governor or former governor or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the College or that subsidiary.

## 56. **INDEMNITY**

56.1 Subject to **Article 56.5**, a relevant Governor of the College may be indemnified out of the College's assets against:

56.1.1 any liability incurred by that Governor in connection with any negligence, default, breach of duty or breach of trust in relation to the College;

56.1.2 any liability incurred by that Governor in connection with the activities of the College in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act);

56.1.3 any other liability incurred by that Governor as an officer of the College.

56.2 The College may fund the expenditure of a relevant Governor of the College for the purposes permitted under the Companies Act and may do anything to enable such relevant Governor to avoid incurring such expenditure as provided in the Companies Act.

56.3 No relevant Governor of the College shall be accountable to the College or the Members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a Governor of the College.

56.4 The powers given by this article shall not limit any general powers of the College to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief.

56.5 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 or any provision of charity law for so long as the College is a charity.

56.6 In this article and in **Article 57** a "relevant Governor" means any director or former director of the College.

## 57. **INSURANCE**

57.1 The Governors may decide to purchase and maintain insurance, at the expense of the College, for the benefit of any relevant governor in respect of any relevant loss which insurance shall whilst the College be a charity comply with all applicable charities law.

57.2 In this article a “relevant loss” means any loss or liability which has been or may be incurred by a relevant governor in connection with that director's duties or powers in relation to the College, any associated company or any pension fund or employees' share scheme of the College or associated company.

#### 58. **INTERNAL AUDIT**

58.1 The Board shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Board’s resources.

58.2 The Board may arrange for the examination and evaluation mentioned in **Article 58.1** to be carried out on its behalf by internal auditors.

58.3 The Board shall not appoint persons as internal auditors to carry out the activities referred to in **Article 58.1** if those persons are already appointed as external auditors under **Article 59**.

#### 59. **ACCOUNTS AND AUDIT OF ACCOUNTS**

59.1 The Board shall ensure that the College appoints external auditors under the Companies Act.

59.2 The College shall keep and prepare proper accounts and records as required under the Companies Act, any charities regulations (for so long as it is a charity) and in accordance with the requirements of any UK Government funding body. It shall procure that such accounts shall be audited annually by its auditors.

59.3 The Board shall co-operate with any person who has been authorised by the Education and Skills Funding Agency (or any successor body) in accordance with any agreement from time to time between the College and the Education Skills Funding Agency (or any successor body) to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Company, including computer records.

#### 60. **CHARITIES ISSUES**

60.1 For so long as the College is a charity then it shall comply with all requirements on it either as a registered charity (including annual returns) or as an exempt charity (if the College is an exempt charity).

60.2 Any property transferred to the College from the University shall be held by the College on trust to be used for exclusively charitable purposes which are exclusively educational.

60.3 The University shall be entitled to administer the College for the purposes of the Charities Act 2011 so that the College shall thereby be an exempt charity. Nothing in these Articles shall restrict or limit the ability of the University to so administer the College.

#### 61. **CHANGE OF NAME**

The College shall only change its name pursuant to a special resolution of its Member(s) with the consent of the Secretary of State.

#### 62. **AMENDMENTS TO THOSE ARTICLES**

These Articles may be modified or replaced by special resolution of the Member(s). No change to the Articles shall be made which would cause the College to cease to be a charity.

#### 63. **COPIES OF THESE ARTICLES**

63.1 A copy of these Articles shall be given free of charge to every Member of the College and to all the Governors.

- 63.2 A copy of these Articles shall be given to any person who requests them at a fee (if any) determined by the Board from time to time (such fee not to exceed the copying costs incurred).
- 63.3 A copy of these Articles shall be available for inspection on the Institution's website.