

THE COMPANIES ACT 2006 - COMPANY LIMITED BY GUARANTEE

FIRCROFT COLLEGE OF ADULT EDUCATION

ARTICLES OF ASSOCIATION

(Company No. 14776636)

(Charity No. 1204069)

1. INTERPRETATION

1.1 In these Articles of Association ("Articles"), unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

"Chair"	the Chair of the Governing Body appointed in accordance with Article 12.1;
"Charities Act"	the Charities Act 2011;
"Clerk"	the clerk to the Governing Body appointed in accordance with Article 13;
"College"	Fircroft College of Adult Education being an institution designated under the Further and Higher Education Act 1992 conducted by a company limited by guarantee and not having a share capital;
"Committee"	a committee appointed by the Governing Body;
"Companies Acts"	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
"Company"	the above named company with registered company number [] and registered charity number [];
"Company Member"	a member of the Company admitted in accordance with Article 3;

“Connected Person”	<p>(i) a child, parent, grandchild, grandparent, brother or sister of the Governor;</p> <p>(ii) the spouse or civil partner of the Governor or of any person falling within (i) above;</p> <p>(iii) a person carrying on business in partnership with the Governor or with any person falling within (i) or (ii) above;</p> <p>(iv) an institution which is controlled (a) by the Governor or any person falling within (i), (ii) or (iii) above; or (b) by two or more persons falling within (iv)(a), when taken together;</p> <p>(v) a body corporate in which (a) the Governor or any person falling within (i), (ii) or (iii) above has a substantial interest; or (b) two or more persons falling within (v)(a) who, when taken together, have a substantial interest.</p>
“Education Acts”	the Education Acts as defined in section 578 of the Education Act 1996, including any regulations made under the Education Acts;
“Holders of Senior Posts”	the Principal and such other posts as the Governing Body may from time to time determine;
“Governing Body”	the Governing Body of the College constituted in accordance with Article 10;
“Governor”	a member of the Governing Body appointed in accordance with Article 10.1, who are charity trustees and also the directors of the Company;
“Independent Governor”	a member of the Governing Body appointed in accordance with Article 10.1(d);
“Objects”	the charitable objects of the Company as set out in Article 4;
“Principal”	the Principal of the College appointed in accordance with Article 18.1;
“Secretary of State”	the Secretary of State for Education or any successor thereto;
“Staff”	a member of the staff at the College;
“Staff Governor”	a member of the Staff appointed to the Governing Body in accordance with Article 10.1(b);
“Student”	a student duly enrolled at the College;
“Student Governor”	a Student appointed to the Governing Body in accordance with Article 10.1(c);
“Vice-Chair”	the Vice-Chair of the Governing Body appointed in accordance with Article 12.1;

“written” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

1.3 A reference to a statutory provision shall be interpreted as including any statutory amendment or replacement of that provision and to any subordinate legislation made under it.

1.4 A reference to a governmental, regulatory or other similar body shall be interpreted as including a reference to any successor organisation.

2. **NAME AND DESIGNATED STATUS**

2.1 The College shall be a designated institution under the terms of the Further and Higher Education Act 1992 for the purpose of conducting residential adult education.

2.2 The Company Members may by resolution change the name of the College with the approval of the Secretary of State.

3. **COMPANY MEMBERS**

3.1 The Company Members shall be all of the Governors from time to time.

3.2 The College must maintain a register of Company Members.

3.3 Every person who has been or is to be admitted as a Company Member must sign the register of Company Members or give their written consent to act as a Company Member.

3.4 A Company Member's membership shall be terminated:

- (a) If a Company Member ceases to be a Governor;
- (b) On the expiry of one month's written notice to the Clerk of their intention to cease acting as a Company Member;
- (c) On the expiry of one month's written notice of a resolution of the Governing Body terminating their membership, provided that no such notice shall be served unless a reasonable opportunity has been given to the Company Member concerned to make representations at a meeting of the Governing Body.

3.5 Membership of the Company is not transferable.

4. **OBJECTS**

The College's charitable objects are for the public benefit to provide and promote adult, further and higher education including, without limitation, the provision of residential education.

5. **POWERS**

5.1 In furtherance of the Objects the College shall have powers to undertake all activities within the law, including without limitation the following:

- (a) To provide education;
- (b) To promote or carry out research;
- (c) To provide advice;
- (d) To publish or distribute information;
- (e) To solicit, receive and accept grants, financial assistance, fees, donations, endowments, gifts and loans, subject or not to any specific trusts or conditions;
- (f) Subject to the requirements of the Charities Act, to raise funds;
- (g) To establish subsidiary undertakings, companies, trusts and other legal forms, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the College, joint ventures or partnerships or other companies or legal forms for any purpose which may directly or indirectly further the Objects;
- (h) To co-operate with other bodies;
- (i) To support, administer or set up other charities;
- (j) To acquire or merge with any other charity in furtherance of the Objects;
- (k) Subject to any approval or consent as may be required by law, to establish trading companies in support of the Objects, either solely or in partnership with other persons;
- (l) To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the College by any of the College's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the Objects;
- (m) Only in accordance with the restrictions imposed by the Charities Act and the Secretary of State, to borrow money and secure or discharge any debt or obligation of or binding on the College in such manner as may be thought fit, and in particular but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the College, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description and to enter into any financial instruments including swaps, hedges, options, caps and any other financial instruments;
- (n) To buy, lease, hire or otherwise hold property of any kind and to maintain and equip it for use;

- (o) To sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- (p) To make grants or loans of money, to give prizes and charitable donations and to administer money and funds;
- (q) To employ and engage the services of such persons as are considered necessary for furthering the Objects;
- (r) To grant, continue and pay such salaries and pensions in respect of services as may be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuated funds or arrangements for the benefit of, and pay or provide donations, gratuities, pensions, health schemes, welfare benefits and allowances to persons employed or formerly employed by the College or any subsidiary undertaking of the College or their dependants, and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- (s) To set aside funds for special purposes or as reserves against future expenditure;
- (t) To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert, unless the College reasonably considers such advice unnecessary in the circumstances, and having regard to the suitability of investments and the need for diversification);
- (u) To invest the College's funds not immediately required for its purposes in such investments, securities or property as the College shall think fit and to delegate the management of investments to any person authorised to conduct investment business under the Financial Services and Markets Act 2000 in accordance with a written policy agreed by the Governing Body.
- (v) To arrange for investments or other property of the College to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governing Body or of a financial expert acting under their instructions and to pay any reasonable fee required;
- (w) To insure the College's property against any foreseeable risk and take out other insurance policies to protect the College where required;
- (x) To insure Governors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);
- (y) To enter into contracts to provide services to or on behalf of other bodies;
- (z) To pay all the costs and expenses necessary for the formation of the College and its registration to include acquiring and assuming responsibility for the conduct of the unincorporated body known as Fircroft College of Adult Education whose purposes are the same as those set out in the Objects;

- (aa) To do anything else within the law which promotes or helps to promote the Objects.

6. **COMPANY MEMBERS' LIABILITY**

6.1 The liability of the Company Members is limited as set out in these Articles.

6.2 Every Company Member undertakes to contribute such amount as may be required (not exceeding £1) to the College's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the College's debts and liabilities before they cease to be a Company Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves.

7. **BENEFITS TO COMPANY MEMBERS AND GOVERNORS**

7.1 The property and funds of the College must be used only for promoting the Objects and do not belong to the Company Members, but a Company Member:

- (a) may receive salaries or other emoluments as Principal or as a member of Staff;
- (b) may receive scholarships, grants or other awards as a Student;
- (c) may be paid interest at a reasonable rate on money lent to the College;
- (d) may be paid a reasonable rent or hiring fee for property let or hired to the College.

7.2 No Governor or Connected Person may receive any payment of money or other material benefit (whether directly or indirectly) from the College except:

- (a) as mentioned in Articles 7.1(a) to (d) inclusive;
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in acting as a Governor;
- (c) in accordance with Article 5.1(x) and Article 23, an indemnity (or the payment of indemnity insurance premiums) in respect of liabilities properly incurred in acting as a Governor, including the costs of a successful defence to criminal or civil proceedings;
- (d) payment to any company in which a Governor or Connected Person has no more than a 1 per cent shareholding;
- (e) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

7.3 Any Governor (or any firm or company of which a Governor or Connected Person is a member or employee) may enter into a contract with the College to supply goods or services in return for a payment or other material benefit but only if:

- (a) the goods or services are actually required by the College;
- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 7.4; and

- (c) no more than one half of the Governors are subject to such a contract in any financial year.

7.4 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governing Body or of a Committee the Governor concerned must:

- (a) declare an interest at or before discussion begins on the matter;
- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter

provided always that Articles 7.4(b) to (d) shall not prevent a Governor from taking part in a decision relating to indemnity insurance for Governors in accordance with Article 7.2(c), or payment of reasonable out-of-pocket expenses under Article 7.2(b).

7.5 This Article may not be amended without the prior written consent of the Charity Commission.

8. **DISSOLUTION**

8.1 If upon winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the Governors shall give it to:

- (a) another charity (or other charities) with objects that are the same or similar to the Objects, for the general purposes of the recipient charity (or charities); or
- (b) any charity (or other charities) for use for particular purposes which fall within the Objects.

8.2 The Charity Commission must be notified promptly that the Company has been dissolved and, if the Governors were obliged to send the Company's accounts to the Charity Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the Company's final accounts.

9. **GENERAL MEETINGS**

9.1 The College may (but need not) hold a general meeting as an annual general meeting in any year.

9.2 The Governing Body may call a general meeting at any time.

Notice of general meetings

9.3 All general meetings shall be called on at least 14 clear days' written notice.

9.4 Where a general meeting is called to consider a special resolution falling within Article 25.1, at least 21 clear days' written notice of the meeting must be given.

9.5 A general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the Company Members entitled to attend and vote; or

- (b) in the case of any other general meeting, by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.

- 9.6 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted, together with a prominent statement of the Company Member's right to appoint a proxy that complies with the requirements of the Companies Acts. If the meeting is to be an annual general meeting, the notice must say so.
- 9.7 The notice shall be given to all the Company Members and to the Governors and the auditors.
- 9.8 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the College.

Procedure at general meetings

- 9.9 There is a quorum at a general meeting if the number of Company Members present in person or by proxy is at least eight, of whom at least five shall not be members of the College's Staff or Student body. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Governing Body may determine. The Governing Body must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Company Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 9.10 A Company Member entitled to attend and vote at a general meeting may, at the discretion of the person chairing the meeting, participate by means of video-conferencing, telephone conferencing or other similar facilities, provided it is possible for every person present at the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.
- 9.11 The Chair or the Vice-Chair will preside at a general meeting. In the absence of the Chair or Vice-Chair, a Company Member elected by those present will preside at a general meeting.
- 9.12 Except where otherwise provided by these Articles or the Companies Acts, every issue will be decided by a majority of the votes cast. Subject to Article 9.15, every Company Member present at a general meeting in person or by proxy has one vote on each issue.
- 9.13 A resolution put to the vote at a general 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 personally by the chair of the meeting or by at least five Company Members. The declaration by the chair of the meeting of the result of a vote shall be conclusive unless a poll is demanded. The demand for a poll may be withdrawn.
- 9.14 Subject to the provisions of these Articles, if a poll is demanded in the manner referred to in Article 9.13, it shall be taken at such time and place, and in such manner, as the chair 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. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

- 9.15 In the case of an equality of votes whether on a show of hands or a poll, the chair of the meeting shall have a second or casting vote.
- 9.16 The Company Members present in person or by proxy at a general meeting may resolve by ordinary resolution that the meeting shall be adjourned. The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the Company Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 9.17 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

10. MEMBERSHIP OF THE GOVERNING BODY

- 10.1 The Governing Body shall consist of 18 competent persons being:
- (a) The Principal *ex officio*;
 - (b) Two Staff Governors nominated by the Staff from amongst their number in accordance with rules made by the Governing Body;
 - (c) Two Student Governors nominated by the Students from among their number in accordance with rules made by the Governing Body; and
 - (d) 13 Independent Governors appointed by the Governing Body in accordance with rules made by the Governing Body.
- 10.2 A person (other than a person appointed in accordance with Article 10.1(a), (b) or (c)) who is:
- (a) employed at the College: or
 - (b) a full-time Student at the College
- is not eligible for appointment as a Governor.
- 10.3 The Governing Body may decline to appoint a person who has been nominated as a Student Governor or a Staff Governor if:
- (a) it is satisfied that the person has been removed from office as a member of a further education corporation or other similar body in the previous ten years; or
 - (b) the person is ineligible to be a member of the Governing Body because of Article 11.4.
- 10.4 Independent Governors appointed in accordance with Article 10.1(d) shall be chosen on the basis of their knowledge, experience and/or background from those who appear to have the necessary skills to ensure that the Governing Body carries out its functions. The Governing Body shall give regard to achieving a diverse membership, seeking to reflect the student body and the communities served by the College.

10.5 All Governors shall be under a duty to act in good faith in the interests of the College and in accordance with these Articles, provided that pursuance of the Objects is not to be taken as being in conflict with this duty.

10.6 No person shall be entitled to act as a Governor until they have signed a declaration of willingness to administer the College in accordance with these Articles.

11. **TERM OF OFFICE OF GOVERNORS**

11.1 Independent Governors shall hold office for an initial term of three years or such shorter period as the Governing Body may determine, and thereafter shall be eligible for re-appointment, except that no Independent Governor shall normally serve for more than nine years. The Governing Body may extend the term of office of an Independent Governor who is also an office-holder, or for other exceptional circumstances.

11.2 Staff Governors shall hold office for three years and are not eligible for reappointment for a consecutive second term.

11.3 Student Governors shall hold office for the duration of their course or for three years, whichever is the shorter.

11.4 A Governor shall cease to be a Governor and the office shall thereupon become vacant if they:

- (a) Have been absent from meetings of the Governing Body for a period longer than twelve consecutive months except for a reason approved by the Governing Body;
- (b) Are judged by the Governing Body to be unable or unfit to discharge the functions of a Governor;
- (c) Are disqualified from acting by virtue of section 178 of the Charities Act;
- (d) Are the subject of a disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as a director or trustee of a charity;
- (e) In the case of a Staff Governor, cease to be a member of the Staff;
- (f) In the case of a Student Governor, are suspended or excluded from the College or otherwise cease to be a Student;
- (g) Are removed from the Governing Body for misconduct in accordance with procedures made by the Governing Body.

11.5 A Governor may at any time by written notice to the Clerk resign their office, which will thereupon become vacant from the date of receipt of the notice or the date of their resignation specified therein, whichever is the later.

12. **OFFICERS**

12.1 The Governing Body shall appoint a Chair and a Vice-Chair (neither of whom shall be a member of the Staff or a Student) in accordance with rules established from time to time by the Governing Body.

12.2 If at any meeting neither the Chair nor the Vice-Chair are present within ten minutes after the time appointed for holding the same or there is no Chair nor Vice-Chair, the Governors present shall choose one of their number except for a Staff Governor or a Student Governor to be chair of the meeting.

13. **APPOINTMENT OF CLERK**

13.1 The Governing Body shall appoint a person to act as their Clerk. The Clerk is not a member of the Governing Body but attends meetings of the Governing Body and its Committees with full speaking rights.

13.2 The Clerk shall be responsible for advising the Governing Body:

- (a) With regards to the operation of its powers;
- (b) With regards to procedural matters;
- (c) With regards to the conduct of its business;
- (d) With regards to matters of governance practice.

14. **MEETINGS OF THE GOVERNING BODY**

14.1 Detailed procedures for the conduct of meetings of the Governing Body and its Committees shall be set out in rules made by the Governing Body.

14.2 The quorum for meetings of the Governing Body shall be set out in rules made by the Governing Body, and shall include a requirement for a majority of Independent Governors to be present in order for a meeting to be quorate. In the event that the meeting is inquorate the Governors shall defer all decisions to the next meeting. No decision shall be deferred more than once under this provision.

14.3 The proceedings of the Governing Body shall not be invalidated by a vacancy in the membership of the Governing Body or by a defect in the appointment, nomination, election or qualification of a Governor.

14.4 Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

14.5 Governors may not appoint proxies from among the other Governors to vote in their place.

14.6 A written resolution signed by a majority of those entitled to vote at a meeting of the Governing Body is as valid as a resolution actually passed at a meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

14.7 A Governor entitled to attend and vote at a meeting of the Governing Body or of a Committee may, at the discretion of the person chairing the meeting, participate by means of video-conferencing, telephone conferencing or other similar facilities, provided it is possible for every person present at the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.

14.8 The Governing Body shall determine any expenses to be paid to Governors.

14.9 The College shall maintain a register of interests of Governors and Holders of Senior Posts.

14.10 A Governor who has any pecuniary, family or personal interest in a matter to be discussed at a meeting of the Governing Body or of a Committee must withdraw from the meeting in accordance with Article 7.4.

15. **CONDUCT OF THE COLLEGE**

The College shall be conducted in accordance with the provisions of the Companies Acts (except that no regulations set out in any schedule to, or contained in any order, regulation or other subordinate legislation made under any statute concerning companies shall apply as regulations or articles of the College), the Charities Act, the Education Acts or any relevant regulations, orders or directions made by the Secretary of State, and subject thereto, in accordance with the provisions of these Articles and any rules made under these Articles. Subject to the foregoing, the affairs of the College shall be conducted by the Governing Body who may exercise all such powers of the College as are not by the Companies Acts or by these Articles required to be exercised by the College in general meeting.

16. **RESPONSIBILITIES OF THE GOVERNING BODY**

16.1 The Governing Body shall be responsible for:

- (a) The determination and periodic review of the educational character and mission of the College and the oversight of its activities;
- (b) Approving the quality strategy of the College;
- (c) The effective and efficient use of resources, the solvency of the College and safeguarding its assets;
- (d) Approving annual estimates of income and expenditure;
- (e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Principal, the Clerk and the Holders of Senior Posts;
- (f) Setting a framework for the pay and conditions of service of all other Staff.

16.2 The Governing Body may establish Committees for any purpose or function (other than those specifically assigned elsewhere in these Articles) and may, subject to Article 16.3, delegate powers to:

- (a) Such Committees;
- (b) The Chair, or in the Chair's absence, the Vice-Chair or a Committee Chair;
- (c) The Principal.

16.3 The Governing Body shall not, however, delegate the following:

- (a) The determination of the educational character and mission of the College;
- (b) The approval of the annual estimated income and expenditure;
- (c) The responsibility for ensuring the solvency of the College and for safeguarding its assets;
- (d) The appointment of the Principal or the Holder of a Senior Post;

- (e) 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);
 - (f) the recommendation to the College in general meeting for the varying or revoking of these Articles.
- 16.4 The Governors may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the Holder of a Senior Post, other than to a Committee.
- 16.5 The Governing Body shall establish an Audit Committee to advise on matters relating to the Governing Body's audit arrangements and systems of internal control. It shall operate in accordance with any requirements of the Education and Skills Funding Agency or equivalent body.
- 16.6 The membership of Committees (which may include persons who are not Governors) and their terms of reference shall be set out in in rules made by the Governing Body. All acts and proceedings of a Committee shall be fully reported to the Governors at the next convenient meeting of the Governing Body.
17. **PATRON**
- 17.1 The Governing Body may appoint a Patron of the College. The role of the Patron is an honorary and ceremonial one, promoting and encouraging all aspects of the College's mission.
- 17.2 The Governing Body shall prescribe the duties, functions and term of office of the Patron.
18. **RESPONSIBILITIES OF THE PRINCIPAL**
- 18.1 The Governors shall appoint a Principal of the College, who shall be the chief executive of the College and shall be responsible for the day-to-day management of the College.
- 18.2 The key duties of the Principal shall be as follows:
- (a) Making proposals to the Governors about the educational character and mission of the College and implementing the decisions of the Governors;
 - (b) The determination of the College's educational and other activities;
 - (c) Serving as the Accounting Officer, including the preparation of annual estimates of income and expenditure for consideration and approval of the Governors;
 - (d) The organisation, direction and management of the College and leadership of the Staff;
 - (e) The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Governing Body, of the pay and conditions of service of Staff, other than the Holders of Senior Posts or the Clerk where this postholder is also a member of Staff;
 - (f) Maintaining Student discipline and, within the rules and procedures provided for by the College, suspending or expelling Students on disciplinary grounds or for academic reasons.

18.3 The Principal may delegate any of their functions to the Holder of a Senior Post or to any other senior member of staff, other than:

- (a) The management of budget and resources;
- (b) Any functions that have been delegated to the Principal by the Governing Body.

19. **STAFF**

19.1 Each member of the Staff shall serve under a contract of employment with the College.

19.2 Following consultation with the Staff and any relevant Staff organisation the Governing Body shall put in place rules relating to the conduct, suspension, discipline and dismissal of Staff.

19.3 After consultation with the Staff, the Governing Body shall make rules specifying procedures according to which Staff may seek redress of any grievances relating to their employment.

20. **STUDENTS**

20.1 There may be a Students' Union of the College which shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Governing Body and which shall present audited accounts annually to the Governing Body. No amendment to the constitution shall be valid unless and until approved by the Governing Body.

20.2 After consultation with representatives of the Students, the Governing Body shall make rules concerning the conduct of Students, including procedures for suspension and expulsion (including expulsion for an unsatisfactory standard or work or other academic reason), and rules governing the consideration of complaints from Students.

21. **FINANCIAL PROCEDURES**

21.1 The Governing Body shall determine the tuition and other fees payable to the College (subject to any terms and conditions attached to grants, loans or other payments paid or made by the relevant higher education funding bodies).

21.2 In accordance with the Education Acts, the Companies Acts, the Charities Act and the requirements of the relevant further education regulatory and funding bodies the Governors shall:

- (a) Keep accounts and records and appoint auditors;
- (b) Submit returns, reports and statements of account to the Registrar of Companies and to the Charity Commission;
- (c) Keep proper records of meetings of the Company Members, the Governing Body and its Committees.

21.3 The Governing Body may receive and hold any additional donations or endowments for the general purposes of the College and may also receive and hold donations or endowments for any special objects connected with the College not inconsistent with or calculated to impede the due workings of these Articles.

22. **RULES**

The Governing Body shall have power to make rules concerning such matters with regard to the government and conduct of the College as it shall think fit. Such rules shall be subject to the provisions of these Articles.

23. **INDEMNITY**

The College may indemnify every Governor or other officer of the College against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Governor or in which the Governor is acquitted or in connection with any application in which relief is granted to the Governor by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the College.

24. **GENERAL**

24.1 The Governing Body shall publish arrangements for obtaining the views of Staff and Students on the matters for which the Governing Body are responsible under Article 16.

24.2 A copy of these Articles shall be available for inspection at the College on request, during normal office hours, and shall be given free of charge to every Governor and to anyone else who requests it.

24.3 The Governing Body may choose to adopt a seal, and if it does so shall set out in rules the procedures for the authentication of the application of that seal.

25. **AMENDMENT OF ARTICLES OF ASSOCIATION**

25.1 Subject to Articles 25.2 and 25.3, these Articles may be amended or replaced from time to time by a special resolution of the Company Members.

25.2 No amendments shall be made to these Articles that would result in the College ceasing to be a charity.

25.3 No regulated alteration (as defined in the Charities Act) shall be made to these Articles without the prior written consent of the Charity Commission.

