Company No. 8894

THE COMPANIES ACTS 1862 to 2006

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION (as amended)

OF

WORKING MEN'S COLLEGE CORPORATION

(Incorporated 4 November 1874)

Memorandum last amended 25 August 2004

Articles last amended 7 July 2010

Working Men's College

44 Crowndale Road

London NW1 1TR

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

WORKING MEN'S COLLEGE CORPORATION

Preamble:

Whereas the Working Men's College Corporation was established as a company limited by guarantee and a charity.

Whereas the Working Men's College Corporation is registered with the Charity Commission with number 312803.

Whereas the Working Men's College Corporation resolved to revise its Memorandum and Articles of Association and adopt this Memorandum and Articles.

1. The name of the company (hereinafter called "the Corporation") is Working Men's College Corporation.

2. The registered office of the Corporation will be situate in England and Wales.

Objects

3. The Corporation's objects are to advance the education of the adult public by the provision of an adult educational institution.

Powers

4. In furtherance of its objects but not for any other purpose the Corporation may:-

   (a) offer all forms of educational courses, in particular on a part-time basis;

(b) promote, initiate, develop and carry out education and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

(c) write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;

(d) promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;

(e) purchase, lease hire receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;

(f) subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of the Corporation's property with or without payment and subject to such conditions as the Corporation may think suitable.

(g) subject to any consent required by law borrow and raise money on such terms and security as the Corporation may think suitable;

(h) raise funds and invite and receive contributions from any person(s) provided that the Corporation shall not undertake any permanent trading activities in raising funds;

(i) carry on trade in the course of carrying out a primary object of the Corporation;

(j) carry on temporary trade ancillary to carrying out the Corporation's objects;

(k) incorporate wholly owned subsidiary companies to carry on any trade;

(l) employ and pay employees and professional or other advisors;

(m) grant pensions and retirement benefits to employees of the Corporation and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Corporation and their dependants;

(n) establish, promote, support, aid, amalgamate, carry out joint ventures or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control any charitable institutions whether corporate or unincorporate with objects similar to the Corporation's objects and subscribe, lend or guarantee money to such charitable institutions;

(o) undertake and execute any charitable trusts which may lawfully be undertaken by the Corporation;

(p) invest and deal with the Corporation's money not immediately required for its objects in or upon any investments, securities, or property;

(q) guarantee and become or give security for the performance of contracts by any person or company as may be necessary for the work of the Corporation;

(r) open and operate banking accounts and other facilities for banking and draw, accept, endorse negotiate discount issue or execute promissory notes, bills of exchange, other negotiable instruments;

(s) purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to the Corporation's objects;

(t) (1) To provide indemnity insurance to cover the liability of Governors:

(a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, breach of duty of which they may be guilty in relation to the Corporation;

(b) to make contributions to the assets of the Corporation in accordance with the provisions of section 214 of the Insolvency Act 1986.

(2) Any such insurance in the case of (1)(a) shall not extend to:

(a) any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the Corporation, or which the Governors did not care whether it was in the best interests of the Corporation or not;

(b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;

(c) any liability to pay a fine.

(3) Any insurance in the case of (1)(b) shall not extend to any liability to make such a contribution where the basis of the Governors' liability is their knowledge prior to the insolvent liquidation of that Corporation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Corporation would avoid going into insolvent liquidation.

(u) do all such other lawful things as shall further the Corporation's objects.

5. The income and property of the Corporation shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Corporation except for payment in good faith of:-

(a) reasonable and proper wages to any employee for any services given to the Corporation and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Corporation provided that:

(i) any Governor who is also an employee of, or receives payment from, the Corporation shall withdraw from any meeting at which his or her remuneration, terms and conditions of employment, or position is under discussion; and

(ii) none of the Appointed Governors (as defined in the Articles of Association) shall be employees.

(b) interest on money lent to the Corporation at a reasonable and proper rate per annum not exceeding 2% less than the

published base lending rate of a clearing bank to be selected by the Governors;

(c) reasonable and proper rent for premises let to the Corporation;

(d) fees, or other benefits to any company of which a Governor is also a member holding not more than 1/100th part of the capital;

(e) the usual professional charges for business done by any Governor who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Corporation to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Corporation or of the Governors benefit under this provision and provided that any such member or Governor shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion.

(f) of any premium in respect of any indemnity insurance to cover the liability of the Governors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Corporation: Provided that such insurance shall not extend to any claim arising from liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the Corporation, or which the Governors did not care whether it was in the best interests of the Corporation or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of Governors.

6. The liability of the members is limited.

7. If the Corporation acts in contravention of Clause 5 of this Memorandum or of any such further condition, the liability of every member of the Corporation shall be unlimited.

8. Every member of the Corporation undertakes to contribute to the assets of the Corporation in the event the same being wound up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Corporation contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Five Pence, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum of Association.

9. If any property remains after the Corporation has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Corporation. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Corporation and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 of this Memorandum imposes upon the Corporation. The institution or institutions which are to benefit shall be decided by the Governors before the time of winding up or dissolution.

We the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Guarantee

1. Signature:

   Name: Thomas Hughes, Barrister

   Address: 9 Old Square, Lincoln's Inn

   Date: 29th day of October 1874

   WITNESS to the above signature:

   Signature:

   Name: John Foster Clerk to Warry Robbins & Burges

   Address: 70 Lincoln's Inn Fields, Middlesex

   Occupation: Solicitor's Clerk

2. Signature:

   Name: John Sherren Brewer, Preacher at the Rolls

   Address: Rolls House, Chancery Lane

   Date: 29th day of October 1874

   WITNESS to the above signature:

   Signature:

   Name: John Foster Clerk to Warry Robbins & Burges

   Address: 70 Lincoln's Inn Fields, Middlesex

   Occupation: Solicitor's Clerk

3. Signature:

Name: John Llewelyn Davies

Address: Rector of Christ Church, St Marylebone,
18 Blandford Square NW

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name: John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

4. Signature:

Name: John Westlake, Queen's Counsel

Address: 2 New Square, Lincoln's Inn

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name: John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

5. Signature:

Name: George Tansley, Ball Furnisher

Address: 16 Wigmore Street W

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name: John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

6. Signature:

Name: Richard Buckley Litchfield, Barrister

Address: 2 Bryanston Street, Portman Square

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name: John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

7. Signature:

Name: Vernon Lushington, Queen's Counsel

Address: 21 New Street, Spring Gardens

Date: 29th October 1874

WITNESS to the above signature:

Signature:

Name: John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

8. Signature:

Name: Henry John Eastman Rawlins, Clerk Public Records Office

Address: 17 Woburn Place, Russell Square

Date: 29th October 1874

WITNESS to the above signature:

Signature:

Name: John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

WORKING MEN'S COLLEGE CORPORATION

Interpretation

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

	Term	Meaning
1.1	"the Act"	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
1.2		"the Appointed Governors" the Governors (to a maximum of 14) appointed by the members, being the same persons as the members, and who may act by a majority of their number at a meeting of the Board of Governors, except where a resolution of the members is specifically required.
1.3	"the Articles"	these Articles of the Corporation.
1.4	"the Board"	the Board of Governors of the Corporation

1.5	"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
1.6	"Clerk"	the Clerk of the Corporation
1.7	"the College"	Working Men's College being the name under which the Corporation operates
1.8	"the Corporation"	Working Men's College Corporation
1.9	"Nominated Governors"	the Governors (to a maximum of **5**) holding office pursuant to Article 37.
1.10	"the Governors"	includes Appointed, Nominated and LSC Governors, who are equivalent to the directors as defined in the Act and fall within the definition of charity trustees under section 97(1) of the Charities Act 1993
1.11	"the SFA Governors"	persons appointed by the Chief Executive of Skills Funding in accordance with s.29 (7A) of the Further and Higher Education Act 1992 as amended by Schedule 6 of the Apprenticeships, Skills, Children and Learning Act 2009.
1.12	"the Chief Executive of Skills Funding "	has the same meaning as that given in s.8 of the Apprenticeships, Skills, Children and Learning Act 2009 (being known as the Chief Executive of the Skills Funding Agency).
1.13	"members"	members of the Corporation as defined in Article 2
1.14	"office"	the registered office of the Corporation.

1.15	"9-year Governor"	an Appointed Governor who has served for 9 years or more as such, or who, if re-appointed, would within 12 months have so served.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Corporation.

MEMBERSHIP

2. There shall be a maximum of fourteen members who shall be the same persons as the Appointed Governors, and shall become members upon appointment as Appointed Governors. No person may be a member unless he or she may be appointed as an Appointed Governor. Subject to Article 3 every person who wishes to become a member shall deliver to the Corporation an application for membership in such form as the Appointed Governors require signed by him or her.

3. Membership shall not be transferable and shall cease on death. A member shall cease to be a member if, under Article 44, his or her office as a Governor shall be vacated.

GENERAL MEETINGS

4. Annual General Meeting

The Appointed Governors from time to time may decide whether the Corporation shall hold an annual general meeting in respect of any calendar year, and may change any such decision. An annual general meeting under such decision shall be held at such time and place as the Board shall think suitable.

5. Other General Meetings

The Governors may call a general meeting at any time. In addition, the members' powers in respect of the calling of general meetings set out in sections 303, 304 and 305 of the Act apply.

6. Length of Notice

6.1 Unless Clause 6.2 below applies, any general meeting shall be called by 14 clear days' written notice.

6.2 A general meeting may be called by shorter notice if it is so agreed in accordance with section 307(5) and (6) of the Act

7. Contents of Notice

Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

8. Service of Notice

Notice of general meetings shall be given to every member and to the Governors and to the auditors of the Corporation.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Four members entitled to vote upon the business to be transacted, shall be a quorum; provided that if the number of such members serving shall be reduced to three or less, the continuing members shall constitute a quorum for the purpose of duly increasing their number.

10. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

11. The Chair of the Corporation or in his or her absence the Vice-Chair or in his or her absence some other Governor shall preside as chair of the meeting.

12. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

(a) by the Chair; or

(b) by at least two members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

16. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

18. A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

20. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

21. Sections 288-300 of the Act apply with respect to written resolutions. Without prejudice to those sections, a written resolution executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present

shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members.

22. Votes of members

On a show of hands every member present shall have one vote. On a poll every member present shall have one vote.

23. Subject to Article 9, no member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting such permission to be given or withheld without discussion.

24. A member shall have the like fiduciary duty in acting as a member to that which he or she has as an Appointed Governor.

25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and binding.

26. Subject to Article 9, a 9-year Governor shall not attend a meeting at which his or her re-appointment is proposed to be made although otherwise entitled to do so.

27. Articles 28, 29 and 30 below shall cease to have effect if the requirements of section 324 of the Act shall cease to bind the Corporation.

28. A member is entitled to appoint another person as that member's proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting.

29. A person appointed as a proxy must also be a member unless the number of members is less than six. The appointment must be by notice signed by the appointor and received by the Corporation before it is to take effect.

30. For the purposes of Articles 9, 10, 13 and 22 references to a member mean a member present in person or by proxy; and Articles 23, 24 and 26 shall apply to proxies as they apply to members insofar as may be lawful. Sections 325-330 of the Act accordingly apply in respect of proxies.

The Governors

31. Number of Governors

Unless otherwise decided under these Articles the maximum number of Governors shall be 21, consisting of maxima of –

(a) 14 Appointed Governors under Article 36;

(b) 5 Nominated Governors under Article 37, including, where appropriate, the Principal under Article 37.2; and

(c) 2 SFA Governors under Article 38.

32. Powers of Governors

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Corporation shall be managed by the Governors who may exercise all the powers of the Corporation. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Governors. In particular the responsibilities of the Governors are:-

(i) to fix the overall policy and direction of the Corporation taking into account the advice of the staff and the College Council;

(ii) to set the aims and objectives of the Corporation;

(iii) to commission and receive reports on the work of the Corporation;

(iv) to monitor the progress of the Corporation;

(v) to ensure that staff and volunteers are appropriately monitored and assessed;

(vi) to ensure that the Corporation has an effective policy on health & safety;

(vii) to ensure that the Corporation has an effective policy on disability;

(viii) to ensure that the Corporation has an effective policy on equality of opportunity;

(ix) to participate in negotiations with statutory and voluntary bodies;

(x) to encourage good relations between the Corporation and the community it serves and to seek to publicise the aims and objectives of the Corporation.

In carrying out their responsibilities the Governors shall respect the intentions of the Founders of the College expressed in 1874 in the following terms:

> *"To place a liberal education within the reach of the working classes by carrying on "The Working Men's College" under such conditions with respect to fees (if any) at hours as shall enable artisans and other members of the working classes to attend the instruction there given"*.

33. Appointment of Principal

The Governors shall appoint a person to serve as the chief executive of the College who shall have the title of Principal. The Principal shall be appointed on such terms as the Governors shall think fit and shall have such powers and duties as the Governors may assign to him or her from time to time.

34. Delegation of Governors' powers to Committees

34.1 (a) The Governors may delegate any of their powers or the implementation of any of their resolutions to any committee. In particular, the Board shall establish an Internal Audit Committee which shall be chaired by an Appointed Governor.

34.1 (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).

34.1 (c) The composition of any such committee shall be entirely in the discretion of the Governors and may include such of their number (if any) as the resolution may specify.

34.1 (d) The deliberations of any such committee shall be reported regularly to the Governors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Governors and for that purpose every committee shall appoint a secretary.

34.1 (e) All delegations under this article shall be revocable at any time.

34.1 (f) The Governors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

34.1 (g) For the avoidance of doubt the Governors may delegate any or all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Governor provided always that no committee shall incur expenditure on behalf of the Corporation except in accordance with a budget which has been approved by the Governors.

34.2 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Governors so far as the same are applicable and are not superseded by any regulations made by the Governors.

35. Delegation of Governors' Investment Powers

35.1 The Governors may appoint as the investment manager for the Corporation a person who they are satisfied after inquiry is a proper and competent person to act in that capacity, and who is qualified to act as and to perform the functions of the investment manager under the statutory provisions then in force in those respects, and who is either:

(i) an individual of repute with at least fifteen years' experience of investment management; or

(ii) a company or firm of repute.

35.2 The Governors may delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Corporation on behalf of the Corporation in accordance with the investment policy laid down by the Governors. The Governors may do so only on terms consistent with Articles *35.1-35.4.*

35.3 Where the Governors make any delegation under A*rticle* 35.2 they shall:-

(i) inform the investment manager in writing of the extent of the Corporation's investment powers;

(ii) lay down a detailed investment policy for the Corporation and immediately inform the investment manager in writing of it and of any change to it;

(iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;

(iv) ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him or her of his or her delegated authority;

(v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;

(vi) review the appointment at such intervals and not exceeding 24 months as they think fit; and

(vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Governors shall decide and as are consistent with this order provided that such remuneration may include commission, fees and/or expenses earned by the investment manager if and only to the extent that such commission, fees and/or expenses are disclosed to the Governors.

35.4 Where the Governors make any delegation under article 35.2 they shall do so on the terms that:-

(i) the investment manager shall comply with the terms of his or her delegated authority;

(ii) the investment manager shall not do anything which the Governors do not have the power to do;

(iii) the Governors may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of Articles 35.1-35.4; and

(iv) the Governors shall give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.

35.5 (a) The Governors may make such arrangements as they think fit for any investments of the Corporation or income from its investments to be held by a corporate body which is incorporated in England or Wales (or has established a branch or place of business in England or Wales) as the Corporation's nominee; and

35.5 (b) Pay reasonable and proper remuneration to any corporate body acting as the Corporation's nominee in pursuance of this Article.

36. Appointment and retirement of Governors

36.1 There shall be a maximum of fourteen Appointed Governors. Their number shall be maintained at a minimum of six.

36.2 The Appointed Governors shall be appointed and dismissed in accordance with Articles 42, 43 and 44. In appointing the Appointed Governors the members shall seek to ensure that the Board contains an appropriate diversity of Appointed Governors.

36.3 No person shall be appointed or re-appointed as an Appointed Governor in any manner unless:-

(a) he or she is an Appointed Governor retiring by rotation, not being a 9-year Governor;

(b) he or she is recommended by the Appointed Governors or by a committee of the Governors authorised for the purpose by the Appointed Governors, such committee consisting only of Appointed Governors and (if so required) the Principal; or

(c) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by an Appointed Governor has been given to the Clerk of the intention to propose that person for appointment or reappointment stating the individual's name, address, occupation, nationality, service (if any) as an Appointed Governor and date of birth together with a notice by that person stating his or her willingness to stand.

The intent of this Article 36.3 and of Article 41 is to ensure special consideration of the candidature of persons who are not Appointed Governors retiring by rotation under Article 39, or who are 9-year Governors although they may be Appointed Governors so retiring by rotation.

36.4 The Appointed Governors shall be subject to the retirement by rotation provisions set out in Article 39.

37. The Nominated Governors

37.1 There shall be a maximum of five Nominated Governors who shall be selected, appointed and hold office in accordance with the provisions of this Article.

37.2 One of the Nominated Governors shall be the Principal, unless he or she shall have declined in writing to be a Nominated Governor. The date of his or her appointment to office and his or her retirement or removal from office shall be determined by the Appointed Governors.

37.3 The Appointed Governors may appoint up to four other persons as Nominated Governors each one of which shall be drawn from one of the following groups:

(a) The teaching staff of the College

(b) The non teaching or support staff of the College

(c) The students of the College

Notwithstanding Articles 37.1 and 37.3, those already holding office as Nominated Governors shall continue to do so until their current terms expire, and the maximum numbers shall temporarily be greater accordingly.

The procedures by which each of such **four** Nominated Governors are selected and appointed shall be determined by the Appointed Governors who may alter such procedures from time to time. The Appointed Governors shall decide in each case the date on which each Nominated Governor is appointed and, subject to Article 39, when he or she shall cease to hold office as a Nominated Governor.

37.4 No determination under this Article shall be effective unless it is supported by a simple majority of the Appointed Governors holding office at the time the determination is required to be made.

38. <u>The SFA Governors</u>

38.1 There shall be a maximum of two SFA Governors who shall be selected, appointed and hold office in accordance with the provisions of this Article.

38.2 The SFA Governors may be appointed or dismissed at any time by notice in writing to the Corporation given by the Chief Executive of Skills Funding.

39 <u>Retirement of Governors by Rotation</u>

39.1 The Appointed Governors shall retire by rotation, one-third (or as near as may be) of their number each year. To this end, each Appointed Governor shall be allocated on appointment to one of 3 cohorts of approximately equal numbers (differing by no more than one), the term of office for each cohort shall be approximately 3 years (differing by no more than 3 months), all Appointed Governors within a cohort shall retire on the same retirement date, and the retirement dates for the respective cohorts shall be fixed to rotate reasonably evenly in a 3-year cycle.

39.2 The Appointed Governors shall make (and may vary from time to time) such arrangements as may appear to them to be appropriate to give effect

to Article 39.1, including the allocation to cohorts of Appointed Governors (even if already appointed) and the fixing of the respective numbers within and retirement dates of the cohorts. Not less than 14 clear days' notice shall be given of any proposal for such arrangement.

39.3 The Appointed Governors shall ensure that on, or not more than 4 months in advance, or not more than 3 months in arrear, of the retirement date of a cohort due to retire in any year, a meeting shall be held at which appointments may be made. If the meeting is held in advance, the appointments there made to the cohort shall take effect immediately after the retirement date; provided that where there is already a vacancy, or an Appointed Governor due then to retire agrees to retire at the meeting, the replacement appointment may take effect forthwith. If the meeting is to be held in arrear, the Appointed Governors may postpone the retirement date before it occurs so that it will coincide with the date of the meeting.

40. No person may be appointed (or re-appointed) as a Governor:

(a) unless he or she is a natural person who has attained the age of 18 years; or

(b) in circumstances such that had he or she already been a Governor he or she would have been disqualified from acting under the provisions of Article *44*; or

(c) if he or she is a 9-year Governor, unless there is due compliance with Articles 36.3 and 41.

41. Not less than seven nor more than twenty-eight clear days before the date fixed for holding the meeting at which the appointment or re-appointment of an Appointed Governor is to be made notice shall be given to all the Appointed Governors of any person (other than an Appointed Governor next due for retirement by rotation who is not a 9-year Governor) -

(a) who is recommended by the Appointed Governors or by the committee authorised under Article 36.3(b) for appointment or reappointment as an Appointed Governor at the meeting; or

(b) in respect of whom notice has been duly given to the Clerk under Article 36.3(c) of the intention to propose him or her at the meeting for appointment or reappointment as an Appointed Governor.

The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Corporation's register of Appointed Governors, and, where applicable, the person's service as an Appointed Governor.

42. Subject to the above Articles, and, in particular, to compliance with Articles 36.3 and 41 –

(a) the members by ordinary resolution may, or

(b) the Appointed Governors acting at a meeting of the Board may

appoint a person who is willing to act to be an Appointed Governor either to fill a vacancy or as an additional Appointed Governor and may also decide the rotation in which any Appointed Governors so appointed are to retire.

43. Subject to the above Articles, an Appointed Governor who retires at an annual general meeting may, if willing to act, be reappointed.

44. Disqualification and removal of Governors

44.1 The office of a Governor shall be vacated if:-

(a) he or she becomes prohibited by law from being a Governor; or

(b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

(c) he or she is, or may be, suffering from mental disorder and either:-

(i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

(d) he or she resigns his or her office by notice to the Corporation (but only if at least two Appointed Governors will remain in office when the notice of resignation is to take effect); or

(e) being an Appointed Governor he or she ceases to be a member;

(f) being a Nominated Governor, the terms of his or her appointment so prescribe; or

(g) without prejudice to the foregoing, if any of the matters set forth in subsection (1) of section 72 of the Charities Act 1993 (dishonesty offence, insolvency matters, removal by Commissioners or Court) shall apply to him or her, subject always to the remaining provisions of that section; or

(h) he or she is removed by a resolution of the members requiring special notice under section 168 of the Act.

44.2 If a Governor is appointed by virtue of holding a specific qualification, such as staff or student under Article 37.3, or some other qualification (such as local councillor) specified to her or him for the purpose prior to appointment, he or she shall cease to hold office as a Governor if he or she shall cease to hold that qualification; and the timing of such cessation shall be as set out in the appointment decision, which shall be notified to the Governor concerned.

45. Governors' Expenses

The Governors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or general meetings or separate meetings of the holders of debentures of the Corporation or otherwise in connection with the discharge of their duties.

46. The Elected Officers

46.1 The elected officers of the Corporation shall be:-

(a) Chair

(b) Such number of Vice Chairs as the Governors may from time to time determine.

46.2 Each elected officer shall be elected from the Appointed Governors for a one year term (or as nearly as may be) by the Governors at their meeting which next follows the retirement date for a cohort of Appointed Governors. An elected officer shall be eligible for re-election. Notice of intention to nominate an Appointed Governor to serve as an elected officer shall be signed by an Appointed Governor and served on the Clerk at the office not less than 48 hours prior to the meeting.

PROCEEDINGS OF GOVERNORS

47.1 Subject to the provisions of the Articles, the Governors may regulate their proceedings as they think fit. Two Governors may, and the Clerk at the request of two Governors shall, call a meeting of the Governors. Notice of every meeting of the Governors stating the general particulars of all

business to be considered at such meeting shall be sent to each Governor at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Governor who is absent from the United Kingdom except as provided by Article 56.

47.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. Subject to Article 47.3 a proposal to approve any commitment to capital expenditure or disposal of capital assets involving more than £1,000,000 or related commitments which aggregate more than £1,000,000 shall only be approved if supported by the affirmative vote of not less than two thirds of those present at the meeting.

47.3 This article shall not apply to buying and selling of investments in the ordinary course of managing the Corporation's investments.

47.4 The Board shall meet at least three times in each year. Every Governor shall make all reasonable endeavours to attend every meeting of the Board, and if he or she shall have reasonable grounds for not so attending, shall communicate such grounds before the meeting to the Clerk, who shall declare them to the meeting. A Governor who fails so to attend or to communicate on more than one successive occasion may be removed from office under Article 44(h).

48. Subject to Article 49 the quorum for the transaction of the business shall be six of whom at least four must be Appointed Governors.

49. The continuing Governors or a sole continuing Governor may act notwithstanding any vacancies in their number but if and so long as the number of Governors is less than the number fixed as a quorum the Governors may act for the purpose of increasing the number of Governors to that number or of summoning a general meeting of the Corporation but for no other purpose.

50. All acts done by a meeting of Governors, or of a committee of Governors, or by a person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor and had been entitled to vote.

51.1 A written resolution signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors shall be as valid and effectual as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held and may consist of several documents in the like form each signed by one or more Governors.

51.2 The Governors, with the concurrence of the majority of Appointed Governors, may make further provision for written resolutions of Governors modelled on the provision for members of sections 288-300 of the Act; and provision for Governors to attend meetings by means of effectual telephone conference or video conference facilities.

52. Clerk & Secretary

52.1 The Governors shall appoint a Clerk for such term, at such remuneration and upon such conditions as they may think fit. The Governors may remove the Clerk.

52.2 The Clerk shall be responsible for summoning meetings of members and the Board; preparation and circulation of agendas and papers; advice on procedures; the recording and distribution of minutes.

52.3 The Governors may from time to time decide that the Corporation is to take advantage of the exemption in section 270(1) of the Act of the requirement to have a secretary; and may at any time revoke such decision.

52.4 The Clerk shall be authorised to act in place of the secretary under section 270(3)(b)(ii) (no secretary) or section 274(b) (secretary unavailable) of the Act.

53. Regulations and Standing Orders

The Governors shall have power from time to time to make repeal or alter regulations and standing orders as to the management of the Corporation and its affairs, as to the duties of any officers or servants of the Corporation, as to the conduct of business by the Governors or any committee, as to the conduct of elections and as to any of the matters or things within the powers or under the control of the Governors provided that the same shall not be inconsistent with the Memorandum of Association or the Articles; and may further by regulations provide for the suspension and dismissal from office of the Principal and the Clerk.

54. Minutes

The Governors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Corporation and of the

Governors, and of committees of Governors, including the names of the Governors present at each such meeting and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Governor of the Corporation, be sufficient evidence of the proceedings.

55. Notices

Any notice to be given to or by any person pursuant to the Articles shall be in writing, which may include electronic form.

56. The Corporation may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to the person at his or her registered address or by leaving it at that address. A person may register an electronic address (which includes an e-mail or fax address) as an additional registered address for the giving of notices to him or her in electronic form

57. The provisions of Articles 55, 56 and 58 are subject to sections 1143 - 1148 and Schedules 4 and 5 of the Act.

58. Proof that an envelope or electronic message containing a notice was properly addressed and prepaid and posted or electronically sent shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or of 12 hours after the electronic message containing it was sent.

59. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or other officer or auditor of the Corporation shall be indemnified out of the assets of the Corporation 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 his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Corporation, and against all costs, charges, losses, expenses or liabilities properly incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

60. Winding-up

The provisions of clauses 8 and 9 of the Memorandum of Association relating to the winding-up or dissolution of the Corporation shall have effect and be observed as if the same were repeated in the Articles.

61. Fellows

The Appointed Governors may appoint any former or retiring Governor, or other person who they consider served the College with distinction, or whose association may benefit the College, to the honorific and consultative position of Fellow of the College, upon such terms as they may from time to time consider appropriate.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

---

1. Signature:

Name:Thomas Hughes, Barrister

Address: 9 Old Square, Lincoln's Inn

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

2. Signature:

Name:John Sherren Brewer, Preacher at the Rolls

Address: Rolls House, Chancery Lane

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

3. Signature:

Name:John Llewelyn Davies

Address: Rector of Christ Church, St Marylebone, 18 Blandford Square NW

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

4. Signature:

Name:John Westlake, Queen's Counsel

Address: 2 New Square, Lincoln's Inn

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

5. Signature:

Name:George Tansley, Ball Furnisher

Address: 16 Wigmore Street W

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

6. Signature:

Name:Richard Buckley Litchfield, Barrister

Address: 2 Bryanston Street, Portman Square

Date: 29th day of October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

7. Signature:

Name:Vernon Lushington, Queen's Counsel

Address: 21 New Street, Spring Gardens

Date: 29th October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk

8. Signature:

Name: Henry John Eastman Rawlins, Clerk Public Records Office

Address: 17 Woburn Place, Russell Square

Date: 29th October 1874

WITNESS to the above signature:

Signature:

Name:John Foster Clerk to Warry Robbins & Burges

Address: 70 Lincoln's Inn Fields, Middlesex

Occupation: Solicitor's Clerk