

MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
THE NORTHERN COLLEGE FOR RESIDENTIAL ADULT EDUCATION LIMITED

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

COMPANY No. 1339524  
CHARITY No. 507245

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Incorporated the 18 day of November 1977

(as amended and revised by Special Resolution dated  
28 May 1993 to take effect on 1 September 1993)  
(And as further amended by Special Resolution dated 10 July 2001)  
(And as further amended by Special Resolution dated 26 March 2004)  
(And as further amended by Special Resolution dated 17 July 2009)  
(And as further amended by Special Resolution on 16 July 2015)  
(As further amended by Special Resolution on 18 May 2020)

3.

## **MEMORANDUM OF ASSOCIATION**

**of**

### **THE NORTHERN COLLEGE FOR RESIDENTIAL ADULT EDUCATION LIMITED**

1. The Name of the Company (hereinafter called the Company) is “The Northern College for Residential Adult Education Limited.”
2. The Registered Office of the Company will be situated in England.
3. The primary object for which the Company is established is to advance adult education, particularly by the provision, organisation and arrangement of full-time or part-time courses of study or educational research, whether or not leading to any formal qualification. And as ancillary to the foregoing objects:
  - 3.1 To establish links with adult education centres, colleges of further education, the Workers Educational Association, the Universities and other Authorities or bodies in furtherance of the objects of the Company or any of them provided that nothing contained in this Memorandum shall be deemed to authorise or permit the property of the Company nor the income thereof nor any part of such property or income to be applied or used for any object or purpose which is not exclusively charitable.
  - 3.2 To receive and educate adult students and to promote the recognition and encouragement of special merit in students by the institution, and presentation of scholarships, exhibitions, grants, medals or other prizes or benefactions.
  - 3.3 To reflect in the courses, studies, research and in the recruitment of students the special relationship of the College to its own region and to the Northern part of England.
  - 3.4 To take such steps by personal or written appeals, public meetings, or otherwise, as may be determined from time to time, for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions, grants or otherwise.
  - 3.5 To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Company.
  - 3.6 To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

- 3.7 To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property wheresoever situated and any rights or privileges which may be necessary for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- 3.8 To print and publish any newspapers, periodicals, books, leaflets or prospecti for the promotion of the objects of the Company.
- 3.9 To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, and all other effects of every description necessary or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
- 3.10 To acquire, take a gift of or take over any part of the business, goodwill and assets of any charitable company whose objects are wholly or partly similar to those of this Company.
- 3.11 To sell, let, mortgage, dispose of or turn to account all or any of the property or the assets of the Company as may be determined from time to time in the promotion of its objects.
- 3.12 To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society, or other body, corporate or unincorporate, established for charitable purposes only and having objects wholly or partly similar to those of the Company and for the purpose of promoting the objects of the Company to co-operate with manufacturers, dealers, or other traders and with the press and other sources of publicity.
- 3.13 To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.
- 3.14 To borrow or raise money for the primary objects of the Company on such terms and on such security as may be determined from time to time, and whether by the creation and issue of debentures or debenture stock or otherwise.
- 3.15 To invest the monies of the Company not immediately required for its purpose in or upon such investments, securities or property as may be determined from time to time but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners for England

and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- 3.16 To establish, promote, or assist any Company or Companies with solely charitable objects all or any of which are similar to those objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit this Company in furtherance of its objects.
- 3.17 To lend and advance money or give credit to such charitable Companies whose objects are wholly or partly similar to those of this Company and on such terms as may be determined from time to time, and to give any guarantees or become surety for any charitable companies.
- 3.18 To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
- 3.19 To grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish pension funds for the benefit of persons employed by the Company or their dependants and to make payments towards insurance of persons so employed.
- 3.20 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- 3.21 To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

Provided that:

- 3.22 In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- 3.23 The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 3.24 In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Members of the Board of Governors of the Company shall be chargeable for

any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such member of the Board of Governors of the Company have been if no incorporation had been affected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Governors but they shall as regard any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its object as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company and save as hereinafter provided no member of the Board of Governors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
  - 4.1 of reasonable and proper remuneration to any member of the Company (not being a member of its Board of Governors) for services rendered to the Company;
  - 4.2 of reasonable and proper remuneration to any officer or servant of the Company (not being a member of its Board of Governors) for services rendered to the Company;
  - 4.3 of reasonable and proper remuneration to the Principal and other full time members of the staff of the College (not being more than six in number) who are also to be members of the Board of Governors in accordance with Article 19;
  - 4.4 of interest on money lent by any member of the Board of Governors at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater;
  - 4.5 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Governors;
  - 4.6 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Governors may be a member holding no more than 1/100 part of the capital of that company;

4.7 to any member of the Board of Governors of out of pocket expenses.

BUT no officer or servant of the Company shall be entitled to vote upon any Resolution providing for or relating to their conditions of service as a member of staff or on any salary or fee payable to them.

5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up whilst they are a Member, or within one year after they ceased to be a Member, for payment of the debts and liabilities of the Company contracted before they cease to be a Member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Company under or by virtue of this Article, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE NORTHERN COLLEGE FOR RESIDENTIAL ADULT EDUCATION LIMITED**  
**PART A**

**Interpretation**

A1. In these Articles of Association:

<b>“the Act”</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company
<b>“the Statutes”</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006) and every other Act for the time being in force concerning limited companies
<b>“the College”</b>	means the Northern College for Residential Adult Education
<b>“the Seal”</b>	means the common seal of the Company
<b>“Member”</b>	means a member of the Company
<b>“Governor”</b>	means a member of the Board of Governors
<b>“Senior Post”</b>	means the post of Principal and such other staff holding senior posts as the Board of Governors may determine for the purposes of these Articles
<b>“Contributing Local Authority”</b>	means any local authority not being a Company member, which may make financial or other contributions to the College and is from time to time specified as a Contributing Local Authority for the purposes of these Articles
<b>“Students Union”</b>	means any association of the generality of students formed to further the educational purposes of the College and the interests of students as students.
<b>“month”</b>	means a calendar month
<b>“the United Kingdom”</b>	means Great Britain and Northern Ireland.
<b>“meeting”</b>	includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications system whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and subject to these articles shall be

entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.

**“written/in writing”** includes in electronic form.

- 1.1 Words importing the singular number shall include the plural number and vice versa.
- 1.2 References to “Staff” or to “Members of Staff” are references to employees of the Company who are employed by it for the purposes of the College.
- 1.3 Words importing persons shall include corporations.
- 1.4 Expressions referring to writing shall, unless the contrary intention appears, be construed to include references to printing, lithography, photography and other modes of representing or reproducing works in a visible form.
- 1.5 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- 1.6 The headings are for convenience only and shall not affect the construction of these Articles of Association.

## Members of the Company

- A2 The subscribers to the Memorandum of Association are the first members of the Company and other Members shall be such persons as the members of the Company shall from time to time admit to membership. The only persons eligible to be members of the Company are the members of the Board of Governors.
- A3 Every Member of the Company shall sign a written consent to become a member and to be bound by the Articles.
- A4 In the event of a Member being a body corporate or unincorporated any signature to a document may be made by an authorised signatory.
- A5 The Company is established for the purposes expressed in the Memorandum of Association.
- A6 The privileges of a Member to be represented, to have a representative or representatives and to vote at a General Meeting of the Company shall not be transferable and every Member shall cease to be a Member and their name be removed from the Register of members accordingly on the happening of any of the events following:
- (a) If, being an individual, they shall die or become of unsound mind, or become bankrupt or suspend payment of compound with their creditors or, being a Company, a resolution be passed or an order made for its winding up.

- (b) If they cease to be a member of the Board of Governors.

## Company General Meetings

- A7 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such a time and place as the Board of Governors shall appoint.
- A8 All General Meetings, other than Annual General Meetings, shall be called General Meetings.
- A9 The Board of Governors or any two members may, whenever they think fit, instruct the Company Secretary to convene a General Meeting and General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, such Governors or any Governor as shall be in the United Kingdom or any one Member of the Company may convene an General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Board of Governors.
- A10 A Meeting of the Company shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the date and the hour of the Meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company. Provided that a Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (a) by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety percent of the total voting rights at that meeting of all the Members.
- A11 The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

## Proceedings at Company General Meetings

- A12 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board of Governors and the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.

A13 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, at least 40% of the Members appointed shall be a quorum.

A temporary amendment to the quorum in the event of members becoming ill with Coronavirus/Covid19 for three months starting from 1 May 2020 - in the light of the coronavirus epidemic the quorum of meetings of the Company shall be reduced from 40% to 30%. If the situation continues to adversely affect the College's activities beyond 1 August 2020, the reduced quorum will remain in place, subject to a bi-monthly review of the extension and confirmation by chair's action, until such time as the epidemic is over.

A14 If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chair of the Company or the Company Secretary in default 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 represented in person shall be a quorum.

A15 The Members shall appoint from among their number a Chair and Vice-Chair of the Company who shall preside at Company General Meetings. If the Chair and Vice-Chair of the Company are not present at any meeting, the authorised representatives present shall elect a Chair for the Meeting.

A16 The Chair may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

A17 Every Member duly registered shall have one vote provided that at no time notwithstanding the composition of the membership of the Company the combined voting rights of such Members as are members, officers or other nominees of a Local Authority as defined in Section 69 of the Local Government and Housing Act 1989 shall not exceed 19% of the total voting rights of the Members for the time being.

A18 In the case of an equality of votes, where the business has been referred from the Board of Governors such business shall first be referred back for further consideration, but where business arises other than from the Board of Governors and there is equality of votes the Chair shall not have a second or casting vote, but shall declare the motion lost.

A19 A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

a) A copy of the proposed resolution has been sent to every eligible member;

- b) A simple majority of the members have signified agreement in writing to the resolution: and
- c) It is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of the documents within the period of 14 days beginning with the circulation date.

A resolution in writing may comprise several copies to which one or more members have signified their agreement.

A written resolution will lapse if it is not passed before the end of the 14-day period beginning with the circulation date. (The circulation date is the day on which copies of the written resolution are sent or submitted to members or if copies are sent or submitted on different days the first of those days.)

## Board of Governors

A20 The Board of Governors of the Company shall be composed of:

- (a) Not less than ten and up to seventeen Governors with the necessary skills to ensure that the Company carries out its functions, appointed by the Governors.
- (b) One current College student (to be elected and nominated by the students of the College)
- (c) One member of the Academic/Academic Related Staff (to be elected and nominated by the Academic/Academic Related Staff of the College)
- (d) One member of the Residential and Administrative Staff (to be elected and nominated by the Residential and Administrative Staff of the College)
- (e) The Principal of the institution unless the Principal chooses not to be a member.

A21 The Board of Governors shall make a determination with respect to its membership. Such a determination is subject to the limits applicable in A20 above. Such a determination may be varied by a subsequent determination.

A22 The appointment of any person or persons nominated in accordance with this Article shall be subject to the approval of the Board of Governors.

A23 An ex-officio Governor shall remain a Governor for the period of their office.

A24 Subject to Articles A39-41 all other Governors shall be appointed for a term of office not exceeding four years and may be re-appointed.

## Appointment of Chair and Vice-Chair of the Board of Governors

- A25 The Members of the Board of Governors shall appoint a Chair and up to two Vice-Chairs from among their number. The Chair or Vice-Chair(s) of the Company shall be eligible to be, but shall not necessarily be, Chair or Vice-Chair(s) of the Board of Governors.
- A26 In exceptional circumstances, when deemed appropriate by the Board of Governors, two members may be appointed as Co-chairs. This will be for a period to be determined by the Board of Governors. A document setting out the arrangements for co-chairing will be approved by the Board of Governors.
- A27 Ex-officio Governors and staff or student Governors shall not be eligible to be appointed Chair or Vice-Chair(s)
- A28 The Chair and Vice-Chair(s) shall hold office for such periods as the Board of Governors shall determine.
- A29 If the Chair and the Vice-Chair(s) are absent from any meeting of the Board of Governors, the Governors present shall choose one of their number to act as Chair for that Meeting, provided that the Governors chosen shall not be an ex-officio Governor or a staff or student Governor.
- A30 The Chair and Vice-Chair(s) may at any time by notice in writing to the Secretary of the Company resign their respective offices.
- A31 At the first Meeting following the expiry of the term of office of the Chair or Vice-Chair(s), or following the resignation of the Chair or Vice-Chair(s), the Governors shall appoint a new Chair or Vice-Chair(s), as the case may be, from among their number.
- A32 Chairs and Vice-Chair(s) retiring at the end of their respective terms of office shall be eligible for re-appointment.

## Persons Ineligible to be Governors

- A33 A person who is a member of staff at the College shall be ineligible for appointment as a Governor except as a staff Governor or co-opted Governor or in their capacity as Principal.
- A34 A Student at the College shall be ineligible to be appointed as a Governor except as the Student Governor.
- A35 Subject to A36 and A37 a person shall be disqualified from holding, or from continuing to hold, office as a Governor if that person has been adjudged bankrupt or has made a composition or arrangement with their creditors; and a Governor, on becoming so disqualified, shall give written notice of that fact to the Secretary of the Company.
- A36 Where a person is disqualified by reason of their having been adjudged bankrupt, that disqualification shall cease:

- (a) unless the bankruptcy order made against that person is previously annulled, on their discharge from bankruptcy; and
- (b) at, if the bankruptcy order is so annulled, on the date of the annulment.

A37 Where a person is disqualified by reason of their having made a composition or arrangement with their creditors and they pay their 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 or arrangement are fulfilled.

A38 A person shall be disqualified from holding, or for continuing to hold office as a Governor if, within five years before their appointment would otherwise have taken effect, or since their appointment, they have been convicted in the United Kingdom, the Channel Islands or the Isle of Man of any offence and have had passed on them a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine. Where by virtue of this paragraph, a person becomes disqualified from holding office as a Governor, that person shall give written notice of that fact to the Secretary of the Company.

#### **Determination of Membership of the Board of Governors**

A39 A Governor may at any time by notice in writing to the Secretary of the Company resign their office.

A40 Any Governor who is a Governor by virtue of being a Governor of the staff (including the Principal) or a student at the College shall cease to be a Governor if they cease to be a member of the staff or a student at the College and thereupon the office shall become vacant.

A41 The office of a Governor shall be forthwith vacated if:

- (a) they, not being the Principal nor a member of the staff, hold any office of profit under the Company;  
or
- (b) they become bankrupt or makes any arrangements or composition with their creditors generally;  
or
- (c) they become prohibited from being a Governor of the Company by reason of any order made under the Statutes; or
- (d) they become unsound of mind; or
- (e) they are directly or indirectly interested in any contract with the Company and fail to declare the nature of their interest in manner required by the Statutes and the Board of Governors pass a resolution that by reason of such failure they should cease to be a Governor.

## **Governors not to be financially interested in the Company**

A42 No Governor or authorised representative of a Member shall take or hold any interest in any property held or used for the purpose of the Company, or receive any remuneration for their services as a Governor; provided that a Governor who is a member of the staff at the College may receive remuneration in that capacity. For the purposes of this Article no Governor or authorised representative who is a member or officer of a local authority shall be treated as having an interest in any property owned by that local authority.

A43 A Governor or authorised representative who has any financial interest in:

- (a) the supply of work or goods to or for the purposes of the Company; or
- (b) any contract or proposed contract concerning the Company; or
- (c) any other matter relating to the Company,

and is present at a Meeting of the Company or of the Board of Governors at which the supply, contract or other matter is to be considered, shall at that Meeting disclose the fact and shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the Meeting in relation to a resolution on which they are not entitled to vote.

A44 This clause shall not prevent the Members of the Company or of the Board of Governors considering and voting upon proposals for the Company to insure the Governors against liabilities incurred by them arising out of their office or for the Company obtaining such insurance and paying the premiums.

## **Meetings of the Board of Governors**

A45 The Board of Governors shall meet at least three times a year, and shall hold such other meetings as may be necessary.

A46 All meetings shall be summoned by the Secretary of the Company or by the Clerk to the Governors, who shall send to the governors written notice of the meeting and a copy of the agenda there for at least seven clear days in advance of the meeting.

A47 It shall not be necessary to give notice of a meeting to any governor for the time being absent from the United Kingdom.

A48 A special meeting of the Board of Governors may be called at any time by the Chair of the Board or at the request in writing of any five Governors. Where the Chair or, in their absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than seven days as they specify.

A49 Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

A50 Deleted

### Quorum at a Meeting of the Board of Governors

A51 The quorum necessary for the transaction of business of the Board of Governors may be fixed by the Board of Governors and unless so fixed shall be 40% of the number of Governors then in office.

A temporary amendment to the quorum in the event of members becoming ill with Coronavirus/Covid19 for three months starting from 1 May 2020 - in the light of the coronavirus epidemic the quorum of meetings of the Board of Governors shall be reduced from 40% to 30%. If the situation continues to adversely affect the College's activities beyond 1 August 2020, the reduced quorum will remain in place, subject to a bi-monthly review of the extension and confirmation by chair's action, until such time as the epidemic is over/no longer adversely affecting the College.

A52 If the number of Governors assembled for a meeting of the Board of Governors does not constitute a quorum, therefore, the meeting shall not be held. If in the course of all meetings of the Board of Governors the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

A53 If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue the Chair shall, if they think fit, cause a special meeting to be summoned as soon as conveniently may be.

### Proceedings of Meetings of the Board of Governors

A54 Every question to be decided at a Meeting of the Board of Governors shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes the Chair of the Meeting shall have a second or casting vote. Every Member duly registered shall have one vote provided that at no time notwithstanding the composition of the membership of the Board of Governors the combined voting rights of such Members as are members, officers or other nominees of a Local Authority as defined in Section 69 of the Local Government and Housing Act 1989 shall not exceed 19% of the total voting rights of the Members for the time being.

A55 A Governor may not vote by proxy.

A56 No resolution of the Governors may be rescinded or varied at a subsequent Meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that Meeting.

A57 A Governor who is a member of the staff at the College shall withdraw:

- (a) from that part of the Meeting of the Board of Governors at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered; and

- (b) if so required by a resolution of the other Governors present, from that part of any Meeting of the Board of Governors at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to their own are to be considered.

A58 Except as provided by rules and regulations made under Article B101 relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of the Meeting of the Board of Governors at which their conduct, suspension or expulsion is to be considered.

A59 In any case where the Board of Governors are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff at the College a student member shall:

- (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
- (b) where required to do so by any one Governor present at the Meeting withdraw from the Meeting.

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

- a) A copy of the proposed resolution has been sent to every eligible member;
- b) A simple majority of the members have signified agreement in writing to the resolution: and
- c) It is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of the documents within the period of 14 days beginning with the circulation date.

A resolution in writing may comprise several copies to which one or more members have signified their agreement.

A written resolution will lapse if it is not passed before the end of the 14-day period beginning with the circulation date. (The circulation date is the day on which copies of the written resolution are sent or submitted to members or if copies are sent or submitted on different days the first of those days.

## Secretary and Officers

A60 The Secretary and the Treasurer of the Company shall be appointed by the Board of Governors.

A61 The Secretary shall advise the Company, the Board of Governors, and the Principal and other designated Senior Postholders on matters relating to their statutory duties and, subject to the provisions of the Statutes; shall have such other duties as the Board of Governors shall from time to time determine.

A62 The Treasurer shall advise the Company, the Board of Governors, and the Principal and Vice-Principal(s) on matters relating to financial affairs of the Company and shall have such other duties as the Board of Governors shall from time to time determine.

A63 The Secretary and the Treasurer shall be entitled to attend and to speak at all General Meetings of the Company and all Meetings of the Board of Governors, but may not vote on any resolutions put to a Meeting.

### Minutes of the Meetings

A64 At every Meeting of the Company or of the Board of Governors, the minutes of the last Meeting of the relevant body shall be taken as the first agenda item, except in cases where the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

A65 Separate minutes may be taken of those parts of Meetings from which staff or student Governors have withdrawn. A staff or student Governor who has withdrawn from a Meeting in accordance with Articles 57 - 59 shall not be entitled to see such separate minutes.

### Expenses of Governors

A66 The Board of Governors shall have power to pay to the Governors such travelling, subsistence or other out of pocket expenses as the Board of Governors may determine.

### Accounts and Audit

A67 The Company shall:

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare in respect of each financial year of the Company a statement of accounts.

A68 The statement shall give a true and fair account of the state of the Company's affairs at the end of the financial year, of the Company's income and expenditure in the financial year, and of the assets and liabilities of the Company.

A69 The accounts (including any statement prepared under this clause) shall be audited by persons appointed in respect of each financial year by the Company.

A70 The Board of Governors shall cause annual estimates of expenditure and income to be prepared for its consideration and subsequent submission to the Company for approval.

A71 The books of account shall be kept at the Registered Office of the Company or, subject to the requirements of the Statutes, at such other place or places as the Board of Governors think fit, and shall always be open to inspection by the Board of Governors.

A72 The Board of Governors shall from time to time consider whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Governors and no such Member shall have any right of inspection of any account or book or document of the Company except as conferred by statute or authorised by the Board of Governors or by the Company in General Meeting.

A73 At the Annual General Meeting of the Company in every year the Board of Governors shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than **six** months before such Meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Governors and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to accompany the same shall not less than seven days before the date of the Meeting be sent to all persons entitled to receive notices of General Meetings in the manner specified in Article A9. The Auditors' reports shall be open to inspection and read before the Meeting as required by the Statutes.

## Seal

A74 The Board of Governors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Governors or of a Committee of the Board of Governors authorised by the Board of Governors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Board of Governors and shall be countersigned by the Secretary or by a second member of the Board of Governors or by some other person appointed by the Board of Governors for that purpose.

## Notices

A75 A notice may be given by the Company to any member either personally, by electronic means or by sending it by post to them or to their registered address, or to the address, if any, within the United Kingdom supplied by them to the Company for giving of notice to them.

A76 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would have been delivered in the ordinary course of post.

A77 Notice of every General Meeting shall be given in any matter herein before authorised to:

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

(b) the Auditor for the time being of the Company.

A78 No other person shall be entitled to receive notices of General Meetings.

### **Dissolution**

A79 The Company may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

A80 The Company shall ensure that a copy of the draft resolution to dissolve the Company on a specified date shall be published at least one month before the date of such resolution.

A81 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

### **Modifying the Articles of Association**

A82 The Company, after consultation with any other persons who in its view are likely to be affected by the proposed changes, may by resolution of the members modify its Articles of Association.

A83 The Company shall not make changes to the Articles of Association that would result in the body ceasing to be a charity.

### **Change of Name of the Company**

A84 The Company may change its name by resolution with the approval of the Secretary of State.

### **Private Company**

A85 The Company is a private Company and accordingly no invitation shall be issued to the public to subscribe for any debentures of the Company.

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE NORTHERN COLLEGE FOR RESIDENTIAL ADULT EDUCATION LIMITED**  
**PART B**

**Conduct of the College**

B86 The College shall be conducted in accordance with the provisions of these Articles of Association and any rules or regulations made under these Articles.

**Responsibilities of Board of Governors, Principal and Company Officers**

B87 Subject to the Statutes and to these Articles of Association the Board of Governors shall have power to exercise all the powers of the Company.

B88 The Board of Governors will be responsible for:

- (a) The determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- (b) Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- (c) Approving the Quality Strategy of the institution.
- (d) The effective and efficient use of resources, the solvency of the institution and the Company and safeguarding their assets.
- (e) Approving annual estimates of income and expenditure.
- (f) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Company Secretary.
- (g) Setting a framework for the pay and conditions of all other staff.

B89 No decision relating to:

- (a) the rights attaching to membership of the Company; or
- (b) any other matters concerning membership of the Company or its relationship with its members,

shall be made other than by a General Meeting of the Company or in accordance with authority given by such a meeting.

B90 The Principal will be the Chief Executive of the College responsible to the Company and the Board of Governors for and advising them on the organisation and running of all aspects of the business and functions of the College.

B91 Subject to the above the Principal will be appointed by the Board of Governors in such manner and on such terms and conditions and shall have such powers as they think fit.

B92 The Principal shall be entitled to attend and speak (but not vote) at any General Meeting of the Company.

### **Delegation and Functions of Committees**

B93 Subject to the following provisions of this Article, the Board of Governors may establish a Committee of the Board of Governors for any purpose or function and may delegate powers to such a Committee or to the Chair of the Board of Governors or to the Principal.

B94 The number of members of a Committee established under this Article, and the terms on which they are to hold and vacate office, shall be determined by the Board of Governors.

B95 Such a Committee may include persons who are not members of the Board of Governors.

B96 The Board of Governors shall not, however, delegate the power to approve or amend the annual budget or to borrow money or to mortgage or charge any of the Company's property.

B97 A Committee may elect a Chair of its Meetings; if no such Chair is elected, or if at any Meeting the Chair is not present, the members of the Committee present may choose one of their number to be Chair of the Meeting.

B98 A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes the Chair shall have a second or casting vote.

### **Acts of the Board of Governors and of its Committees**

B99 All acts done by any Meeting of the Board of Governors or of a Committee of the Board of Governors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Board of Governors or of the Committee or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Governors, or as the case may be, of the Committee.

### **Academic Freedom**

B100 In making rules or regulations under Article B101, the Board of Governors shall have regard to the need to ensure that academic staff and students of 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

placing themselves in jeopardy of losing their jobs or places or any privileges they may have at the College.

## **Rules and Regulations**

- B101 Subject to the provisions of these Articles of Association the Board of Governors shall have power to make rules and regulations concerning such matters with regard to the government and conduct of the College as they shall think fit, but such rules and regulations shall include provisions dealing with:
- (a) Appointment and promotion of Staff.
  - (b) (Subject to prior consultation with the Staff) the conduct, suspension and discipline of staff and procedures according to which staff may seek redress of any grievances relating to their employment.
  - (c) (Subject to prior consultation with representatives of the students) the conduct, academic performance and suspension and exclusion of students.

## **Copies of Articles of Association, Rules and Regulations**

- B102 A copy of these Articles, and of any rules and regulations, shall be given to every member of the Company and of the Board of Governors and shall be available for inspection upon request during normal office hours at the College to every member of staff and every student.