

**THE COMPANIES ACT 2006**

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

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**GOODENOUGH COLLEGE**

**Articles of Association**

*Adopted by Special Resolution passed on 24<sup>th</sup> January 2023, amended by Special Resolutions passed on 2<sup>nd</sup> May 2024 and 3<sup>rd</sup> February 2026.*

**Name**

1. The company's name is Goodenough College (and in this document it is called the 'College').

**Interpretation**

2. In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the College;

'the articles' means the College's articles of association;

"board" means the board of directors of the College

'the College' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a 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;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the College;

'the directors' means the directors of the College. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

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

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'Executive' means the employed staff of the College and its subsidiaries;

'Fellowship' means the fellowship of the College as provided for by article 61;

'the memorandum' means the College's memorandum of association;

'officers' includes the directors and the secretary (if any);

'President' means the President of the College who chairs the board and presides over the Fellowship;

'Resident member of College' means a student resident at the College falling within the description in article 4;

'the seal' means the common seal of the College if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the College;

'the United Kingdom' means Great Britain and Northern Ireland;

'Vice-President' means a vice-president of the College who will be a vice-chair of meetings of directors.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the College.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of members**

3. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the College in the event of its being wound up while they are a member or within one year after they cease to be a member, for:
  - (1) payment of the College's debts and liabilities incurred before they cease to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves.

### **Objects / Purpose of the College**

4. The College's objects ('Objects') are specifically restricted to the following:

to organise, encourage and assist the education in England and Scotland of students ("Resident members of the College") from any part of the world, giving preference to students from the Commonwealth (with priority for students from those nations less able from time to time to provide resources and facilities of their own) PROVIDED THAT for the purposes of this article 4 the expression "student" shall mean and include all persons, who for the purposes of education in any branch of knowledge, thought, philosophy or endeavour, or for any other related or connected purpose shall require residential

accommodation or other services whilst resident in the United Kingdom for those purposes;

Nothing in the articles shall authorise an application of the property of the College for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## **Powers**

5. The College has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the College has power:
- (1) to maintain in Mecklenburgh Square London and elsewhere a college and other property for the provision of suitable accommodation education and all necessary and proper ancillary services for Resident members of the College and to include the provision of suitable accommodation for the partners and children of Resident members of the College in circumstances which in the opinion of the board indicate the need either on educational or financial grounds;
  - (2) to provide buildings, rooms, facilities and equipment for study, recreation and social and cultural intercourse;
  - (3) to provide educational facilities;
  - (4) to provide facilities for sport and recreation;
  - (5) to hold and administer property and funds of all kinds on behalf of clubs and societies constituted wholly or mainly of Resident members of the College and ancillary to their education;
  - (6) to undertake and administer any trusts for the furtherance of any of the objects of the College or any like objects, and hold and administer any property or funds subject to any such trusts.
  - (7) to raise funds. In doing so, the College must not undertake any taxable permanent trading activity and the College must comply with any relevant statutory regulations;
  - (8) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (9) to sell, lease or otherwise dispose of all or any part of the property belonging to the College. In exercising this power, the College must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
  - (10) to borrow money and to charge the whole or any part of the property belonging to the College as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The College must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
  - (11) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (12) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (13) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other College;
- (14) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (15) to employ and remunerate such staff as are necessary for carrying out the work of the College. The College may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (16) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the College to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (17) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (18) to pay out of the funds of the College the costs of forming and registering the College both as a company and as a charity.

### **Application of income and property**

- 6. (1) The income and property of the College shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the College or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the College.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the College's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A director may receive an indemnity from the College in the circumstances specified in article 59.
- (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the College may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the College.

## **Benefits and payments to directors and connected persons**

### **7. (1) General provisions**

No director or connected person may:

- (a) buy any goods or services from the College on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the College;
- (c) be employed by, or receive any remuneration from, the College;
- (d) receive any other financial benefit from the College;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **Scope and powers permitting directors' or connected persons' benefits**

- (2) (a) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (3) In sub-clause (2) of this article:
  - (a) 'College' includes any company in which the College:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company.
  - (b) 'connected person' includes any person within the definition in article 64.

### **Declaration of directors' interests**

- 8. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the College or in any transaction or arrangement entered into by the College which has not previously been declared. A director must absent himself or herself from any discussions of the College directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the College and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interests and conflicts of loyalties**

- 9. (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other

provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the College to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **Members**

10. (1) The members shall be the persons who are directors.
- (2) The name of a member shall be entered in the register of members when such person's appointment as a director becomes effective.
  - (3) The number of members is limited as provided by article 10(1) and article 30.
  - (4) Membership is not transferable.
  - (5) The directors must keep a register of names and addresses of the members.

## **Termination of membership**

11. Membership is terminated if:
- (1) the member dies;
  - (2) the member ceases to be a director;
  - (3) the member resigns by giving at least one month's written notice to the College (provided that the member resigns as a director at the same time) unless, after the resignation, there would be fewer than two members;
  - (4) any sum due from the member to the College is not paid in full within six months of it falling due;
  - (5) the member is removed from membership by a resolution of the directors that it is in the best interests of the College that their membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

- (b) the member has been allowed to make representations to the meeting.

### **General meetings**

- 12. The College is not required to hold annual general meetings.
- 13. The directors may call a general meeting at any time.

### **Notice of general meetings**

- 14. (1) The minimum period of notice required to hold a general meeting of the College is fourteen clear days.
  - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
  - (4) The notice must be given to all the members and to the directors and auditors.
- 15. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the College.

### **Proceedings at general meetings**

- 16. (1) No business shall be transacted at any general meeting unless a quorum is present.
  - (2) A quorum is seventy-five percent of members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;
  - (3) For the purposes of this article 17, 'present' includes being present by suitable electronic means agreed by the members in which a participant or participants may communicate with all the other participants.
- 17. (1) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting;  
or
  - (b) during a meeting a quorum ceases to be presentthe meeting shall be adjourned to such time and place as the directors shall determine.
  - (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
18. (1) General meetings shall be chaired by the President or, in their absence, the Vice-President (and if there is more than one Vice-President, the senior of them).
  - (2) If no such person is present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.
  - (3) A person present (whether in person or by proxy) at a general meeting shall be entitled to attend, speak and vote at a general meeting.
19. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
20. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least three members present in person or by proxy and having the right to vote at the meeting.
  - (2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the College but the number or proportion of votes cast need not be recorded.
  - (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
  - (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

- 21. (1) A member may only appoint another member to act as their proxy at a general meeting. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the College at least 24 hours before the time of the meeting in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The College may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

- 22. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the College by or on behalf of that person.

- (2) An appointment under a proxy notice may be revoked by delivering to the College a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **Written resolutions**

23. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

24. Every member shall have one vote.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the vote takes place shall be entitled to a second or casting vote.
26. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Directors**

27. There shall be a board of directors of the College which shall be its governing body.
28. A director must be a natural person aged 16 years or older.
29. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 41.

30. The minimum number of directors shall be 8 and the maximum number of directors shall be 15.
31. Members of the Executive shall not be appointed a director.
32. A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

### **Powers of directors**

33. (1) The directors shall manage the business of the College and may exercise all the powers of the College unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- (4) The directors shall be responsible for the management and control of the College's affairs, with their focus being on strategy, performance and assurance. In particular, the directors shall have power to:
  - (a) formulate policy for the College;
  - (b) ensure the proper financial and general management of the College;
  - (c) control the management and affairs of the College, working closely with the Executive to ensure timely implementation of policy;
  - (d) subject to the articles, regulate its own proceedings;
  - (e) make regulations consistent with the articles for any purpose related to the administration or management of the College or its property;
  - (f) establish, regulate and dissolve committees for any purpose and to delegate powers and functions to such committees or to individuals;
  - (g) delegate authority in accordance with sound principles of financial control based on College planning and budgetary processes;
  - (h) to monitor the performance of bodies to which it has delegated tasks or authority;
  - (i) to oversee production of and approve the annual report and accounts;
  - (j) in accordance with article 34 fill any casual vacancy in its membership until the expiry of office of the relevant outgoing director;
  - (k) appoint or arrange for the appointment of senior Executive staff of the College;

## **Appointment of directors**

34. The directors may following a nomination from the Nominations and Remuneration Committee appoint a person, who is willing to act, to be a director either to fill a casual vacancy or as an additional director, provided that such appointment must not cause the number of directors to exceed the maximum number set out in article 30.
35. A director appointed in accordance with article 34 shall be appointed for a term not exceeding three years.
36. Subject to article 37, a director retiring at the end of the term of appointment as provided for in article 35 will be eligible for re-election by the directors for further terms, each of which shall not exceed three years.
37. Subject to article 38, a director shall not remain in office after the ninth anniversary of the date of their first appointment (provided that any director who at the date of the adoption of these articles has been in office for longer than nine years shall retire at the end of the term of office held at the date of the adoption of these articles).
38. Following a recommendation by the Nominations and Remuneration Committee (but not otherwise), the directors may by simple majority extend by a maximum period of one year the term of office of a director beyond the maximum term of nine years.
39. Notwithstanding the provisions of articles 34 to 38, the members shall be entitled from time to time to appoint and/or remove any director:
  - (1) by way of ordinary resolution in general meeting; or
  - (2) by means of notice in writing signed by members who together hold not less than 75% of the total voting rights being deposited at the registered office of the Collegeprovided that the appointment of a director pursuant to this article 39 must not cause the number of directors to exceed the maximum number set out in article 30.
40. A director appointed in accordance with article 39 shall retire at the directors' meeting which next follows the third anniversary of that director's appointment but will be eligible for re-election in accordance with article 36.

## **Disqualification and removal of directors**

41. A director shall cease to hold office if they:
  - (1) cease to be a director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
  - (2) are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - (3) cease to be a member of the College;
  - (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a director and may remain so for more than three months;

- (5) resign as a director by giving one month's written notice to the College (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (6) are absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that their office be vacated.

### **Remuneration of directors**

42. The directors must not be paid any remuneration unless it is authorised by article 7.

### **Proceedings of directors**

43. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
  - (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
  - (4) The directors will hold meetings on a regular basis, with an expectation of 4 meetings being held during the course of a calendar year (provided that if fewer meetings are held in any calendar year, that shall not constitute a breach of the articles).
  - (5) The directors will on an annual basis consider and vote on the following matters at a meeting or meetings of the directors, in each case at the appropriate point of the year:
    - (a) the appointment and re-election of directors;
    - (b) an annual budget for the College;
    - (c) the annual report and accounts of the College;
    - (d) the fixing of the remuneration of the auditors.
  - (6) Questions arising at a meeting shall be decided by a majority of votes.
  - (7) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (8) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
44. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be five directors or such larger number as may be decided from time to time by the directors.

- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
  - (4) If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
45. The board shall appoint from its members a President of the College. The directors shall appoint one or more Vice-Presidents. The initial term of appointment of any President or Vice-President shall be three years. Any President or Vice-President who ceases to be a director shall cease to be a President or Vice-President.
- (1) The President shall chair all meetings of the board at which they are present. If the President is not present within five minutes after the time appointed for a meeting of the directors, the Vice-President shall chair the meeting and if more than one Vice-President is present, the senior of them shall chair the meeting. The seniority of any Vice-President shall be determined by the date upon which they were appointed to such role.
  - (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
  - (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
46. (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **Delegation**

47. (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the College except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

## **Nominations and Remuneration Committee**

48. (1) Without prejudice to the generality of article 47, the directors shall constitute a Nominations and Remuneration Committee, the members of which shall comprise a minimum of three directors to include the President and a Vice-President. Up to two Fellows may be appointed as additional members of the Nominations and Remuneration Committee. The directors shall appoint and remove members of the committee.
- (2) The Nominations and Remuneration Committee will:
- (a) receive and consider recommendations and make nominations for directors for appointment by the board;
  - (b) identify potential directors;
  - (c) review the composition of the board of directors and the committees of directors to take full account of equality, diversity and inclusion;
  - (d) oversee the selection of senior members of the Executive
  - (e) consider committee members for approval by the directors;
  - (f) co-opt nominees to committees of the directors;
  - (g) receive and consider recommendations and make nominations for the offices of President and Vice-President;
  - (h) make recommendations to the directors on appointment to the Fellowship.
- (3) The chair of the Nominations and Remuneration Committee will be appointed from time to time by the directors on the recommendation of the President.
- (4) The quorum for a meeting of the Nominations and Remuneration Committee shall be three members of the committee.
- (5) Subject to the articles and to any regulations made by the directors from time to time, the Nominations and Remuneration Committee shall determine its own procedure.

## **Validity of directors' decisions**

49. (1) Subject to article 49(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that director; and

(e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- (2) Article 49(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 49(1), the resolution would have been void, or if the director has not complied with article 8.

### **Seal**

50. If the College has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

### **Minutes**

51. The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
  - (2) proceedings at meetings of the College;
  - (3) meetings of the directors and committees of directors including:
    - (a) the names of the directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Accounts**

52. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

### **Annual Report and Return and Register of Charities**

53. (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.

- (2) The directors must notify the Commission promptly of any changes to the College's entry on the Central Register of Charities.

**Means of communication to be used**

54. (1) Subject to the articles, anything sent or supplied by or to the College under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the College.  
  
(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
55. Any notice to be given to or by any person pursuant to the articles:
  - (1) must be in writing; or
  - (2) must be given in electronic form.
56. (1) The College may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.  
  
(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.  
(2) A member who does not register an address with the College or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the College.
57. A member present in person at any meeting of the College shall be deemed to have received notice of the meeting and of the purposes for which it was called.
58. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.  
  
(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.  
  
(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

59. (1) The College shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a 'relevant director' means any director or former director of the College.

### **Rules**

60. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the College.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the College (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the College in relation to one another, and to the College's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the College's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The College in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the College.
- (5) The rules or bye laws shall be binding on all members of the College. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Disputes**

61. If a dispute arises between members of the College about the validity or propriety of anything done by the members of the College under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **Dissolution**

62. (1) The members of the College may at any time before, and in expectation of, its dissolution resolve that any net assets of the College after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the College be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any College or charities for purposes similar to the Objects; or
  - (c) to any College or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the College, the directors of the College may at any time before and in expectation of its dissolution resolve that any net assets of the College after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the College be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any College or charities for purposes similar to the Objects; or
  - (c) to any College or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the College be paid to or distributed among the members of the College (except to a member that is itself a College) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the College shall be applied for charitable purposes as directed by the Court or the Commission.

## **Fellowship**

63. (1) There will be a Fellowship of the College. Subject to the articles, the terms of membership of, appointment to and governance of the Fellowship shall be determined and amended from time to time by the directors.
- (2) The role of Fellows shall be determined by the directors. Unless appointed to the board, its committees or to another formal governance role, Fellows shall take no formal part in the governance of the College.
- (3) The President, or in their absence, a Vice-President shall preside over the Fellowship. Directors shall be Fellows.
- (4) Those persons upon whom the College before the adoption of these articles had conferred the title Emeritus Governor shall, from the date of the adoption of these articles, be known as Emeritus Fellow and shall form part of the Fellowship. The title Emeritus Governor shall be withdrawn by the College from the date of adoption of these articles.

## Interpretation

64. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 49 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
  - (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
  - (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
  - (4) an institution which is controlled –
    - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
    - (b) by two or more persons falling within sub-clause 4(a), when taken together;
  - (5) a body corporate in which –
    - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
    - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
    - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.