

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

WRITTLE COLLEGE LIMITED

DEFINITIONS AND INTERPRETATION

1. In these Articles:-

- a. **"Articles"** means the Company's Articles of Association as amended from time to time;
- b. **"Board"** means the Board of Governors of the Company;
- c. **"Board of Governors of the University"** means the Board of Governors of Anglia Ruskin University, being its principal executive body;
- d. **"clear days"** in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
- e. **"Clerk"** means the clerk to the Governors or any other person appointed to perform the duties of the clerk to the Governors;
- f. **"College"** means the college that is operated through the Company;
- g. **"Co-opted Governor"** means a person with relevant skills and experience appointed as a Co-Opted Governor by the Board in accordance with Article 63;
- h. **"Company"** means the company intended to be regulated by these Articles and referred to in Article 2;
- i. **"Companies Act"** means the Companies Act 2006;
- j. **"Governors"** means the directors of the Company (and **"Governor"** means any one of those directors);
- k. **"Member"** means the member of the Company which shall be the University;
- l. **"Nominations Committee"** means the nomination committee of the Member;
- m. **"Operating Plan"** means the operating plan of the Company from time to time as approved by the Board upon recommendation from the University as Member;

- n. **"Principal"** means the Principal of the College who shall be the chief executive of the College and shall be responsible for the leadership and management of the College;
- o. **"Reserved Matters"** means the matters set out in the Appendix to these Articles;
- p. **"the seal"** means the common seal of the Company if it has one;
- q. **"Secretary of State"** means the Secretary of State for Education or successor;
- r. **"Special Resolution"** has the meaning given to it in section 283 of the Companies Act;
- s. **"Staff Governor"** means an employee of the Company who may be appointed as a Governor pursuant to Article 59;
- t. **"Student Governor"** means the Governors appointed pursuant to Article 61;
- u. **"United Kingdom"** means Great Britain and Northern Ireland;
- v. **"University"** means Anglia Ruskin University Higher Education Corporation
- w. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- x. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act, as appropriate;
- y. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto; and
- z. the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) are excluded and shall not form part of these Articles.

NAME AND REGISTERED OFFICE

- 2. The company's name is Writtle College Limited and in this document it is called "the Company".
- 3. The Company's registered office is to be situated in England and Wales.

OBJECTS AND POWERS

- 4. The Company's objects (the **"Objects"**) are specifically restricted to the following: to advance education for the public benefit in the United Kingdom and elsewhere. The Company shall be principally concerned with the provision of:
 - (a) further education (as defined in section 2(3) of the Education Act 1996);
 - (b) secondary education (as defined in sections 18(1)(aa) and 18(1)(ab) of the Further and Higher Education Act 1992); and
 - (c) higher education (as defined in Schedule 6 of the Education Reform Act

1988) to the extent this has been approved by the Member.

5. The Company shall have the powers to undertake all activities within the law in pursuit of the Objects, subject in each case to any specific consent requirements set out in these Articles or by any regulatory or government body. These powers shall include without limitation:-
- (a) to enter into an agreement with the University and Writtle University College for the transfer of the further education provision carried on by Writtle University College to the Company and associated property transfers, and to do such other acts and things and enter into such documents, in each case in such terms as the Governors and the other parties thereto agree, as the Governors consider necessary or desirable in connection with satisfying the requirements of the Secretary of State for designation under section 28 of the Further and Higher Education Act 1992;
 - (b) to establish the College (operated through the Company) for the provision of further education and secondary school education and subject to the consent of the Board of Governors of the University (but not otherwise), the provision of higher education to the extent this is consistent with the University's higher education strategic mission.
 - (c) to provide academic or other diplomas, certificates or awards and distinctions of any kind or description, and to assess or otherwise examine candidates for this purpose and to withdraw any such qualifications or awards;
 - (d) to provide vocational, technical, professional and adult education and apprenticeships;
 - (e) to make rules and regulations for the conduct of students;
 - (f) to hold seminars, conferences, lectures, tours and courses;
 - (g) to borrow money, including entering into any derivative arrangement relating to that borrowing provided that the derivative arrangement is an integral part of managing the Company's debt and not a speculative venture;
 - (h) to give security for loans, grants, and other obligations over the assets of the Company including granting any mortgage, charge or other security in respect of any land or other property of the Company (but only in accordance with any applicable restrictions imposed by the Charities Act 2011);
 - (i) to purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds, or securities;
 - (j) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever in property of any kind and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same;
 - (k) to raise funds;
 - (l) to make grants, awards, prizes or donations;
 - (m) to build, construct, maintain, alter, pull down, repair, remove or replace

any buildings, works, plant and machinery;

- (n) underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation;
- (o) to establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the Company;
- (p) to co-operate with other institutions or any person, firm or company and to enter into joint ventures, collaborations and partnerships with charitable and non charitable bodies and to award joint qualifications and awards;
- (q) to amalgamate with any person, firm, or company with any charity having similar objects to the Company's including to incorporate into the Company any other institution and take over its property, rights, liabilities and staff and vice versa;
- (r) to employ paid or unpaid agents, staff, advisers and to remunerate any employee or other person, firm or company rendering services to the Company;
- (s) to make provision for the payment of pensions and other benefits to employees of the Company;
- (t) to draw, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, script, warrants, and other transferable or negotiable instruments;
- (u) to deposit or invest funds in any manner (but to invest only after taking such advice as the Governors consider is reasonably necessary from such person as is reasonably believed by the Governors to be qualified to give it);
- (v) to provide indemnity insurance to Governors in accordance with and subject to the conditions of sections 232 to 235 of the Companies Act, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies;
- (w) to insure the property of the Company against any foreseeable risk and take out other insurances to protect the Company when required;
- (x) to do all such other things as may be deemed necessary or expedient or incidental or conducive to the attainment of the above Objects or any of them.

APPLICATION OF INCOME AND PROPERTY

- 6. The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 7. A Governor is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
- 8. A Governor may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 189

of the Charities Act 2011 and these Articles.

9. A Governor may receive an indemnity from the Company in the circumstances specified in Articles 131 to 132.
10. A Governor may not receive any other benefit or payment unless it is authorised by Articles 12 to 23.
11. Subject to Articles 12 to 23, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company. This does not prevent a Member who is not also a Governor receiving:
 - (a) a benefit as a beneficiary of the Company;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Company.
 - (c) be paid reasonable and rent for premises demised or let to the Company;
 - (d) be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed the base lending rate of a UK clearing bank selected by the Governors, or 1%, whichever is the higher for which security may also be given; and
 - (e) be paid consideration for the transfer to the Company of any asset, property or business (including goodwill).

BENEFITS AND PAYMENTS TO GOVERNORS AND CONNECTED PERSONS

12. No Governor or connected person may:
 - (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Company;
 - (c) (with the exception of the Principal and any Staff Governor and subject to Article 22 below) be employed by, or receive any remuneration from, the Company;
 - (d) receive any other financial benefit from the Company,unless the payment is permitted by Articles 13 to 20 or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this Article “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.
13. A Governor or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the Governors do not benefit in this way.
14. A Governor 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 Company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
15. Subject to Article 20, a Governor or connected person may provide the Company with

goods that are not supplied in connection with services provided to the Company by the Governor or connected person.

16. A Governor or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
17. A Governor or connected person may receive rent for premises let by the Governor or connected person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
18. A Governor or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.
19. A company, which has shares listed on a recognised stock exchange and of which any one Governor holds no more than 2% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.
20. The Company and its Governors may only rely upon the authority provided by Article 15 if each of the following conditions is satisfied:
 - (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its Governors (as the case may be) and the Governor or connected person supplying the goods (the "**supplier**") under which the supplier is to supply the goods in question to or on behalf of the Company;
 - (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - (c) the other Governors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so;
 - (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Company;
 - (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting;
 - (f) the reason for their decision is recorded by the Governors in the minute book;
 - (g) the prior written consent of the Member has been obtained;
 - (h) a majority of the Governors then in office are not in receipt of remuneration or payments authorised by Articles 12 to 20.

21. In Articles 12 to 20, and Article 116:
- (a) “**Company**” includes any company in which the Company:
- 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**” means:
- i) a child, parent, grandchild, grandparent, brother or sister of the Governor;
 - ii) the spouse or civil partner of the Governor or of any person falling within paragraph 21(b)i) above;
 - iii) a person carrying on business in partnership with the Governor or with any person falling within paragraph 21(b)i) or 21(b)ii) above;
 - iv) an institution which is controlled:
 - by the Governor or any connected person falling with paragraphs 21(b)i), 21(b)ii) or 21(b)iii) above; or
 - by two or more persons falling within the bullet point above, when taken together, have a substantial interest.
 - v) a body corporate in which:
 - the Governor or any connected person falling within paragraphs 21(b)i) to 21(b)iii) above has a substantial interest; or
 - two or more persons falling within the bullet point above 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.
22. The provision in article 12(c) that no Governor may be employed by or receive any remuneration from the Company (other than the Principal or a Staff Governor) does not apply to an existing employee of the Company who is subsequently elected or appointed as a Governor save that this article shall only allow such a Governor to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure set out in the conflict provisions referred to in Articles 112 to 116 is followed.
23. Subject to the preceding Articles, and Articles 112 to 116, a Governor, notwithstanding his office, may be a Governor or other officer of, employed by, or otherwise interested (including by the holding of shares) in, the Member who appointed him as a Governor of the Company, or any other member of the group of companies of which that Member is a member.
24. Any change to Articles 6 to 24 which is or would be a regulated alteration for the purposes of section 198 Charities Act 2011 must only be made with the prior written consent of the Charities Commission.

LIABILITY OF MEMBER

25. The liability of the Member is limited.
26. The Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while it is a Member or within one year after it ceases to be a Member, for payment of the Company's debts and liabilities contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories to the Member.

DISSOLUTION

27. If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied by the Governors in the following ways:
 - (a) by transfer to one or more other bodies established for exclusively charitable purposes which the Member in its absolute discretion considers are within, the same or similar to the Objects; and (subject thereto)
 - (b) directly for the Objects or charitable purposes within or similar to the Objects, and (subject thereto) at the discretion of the Member;
 - (c) in such other manner consistent with the charitable status as the Charity Commission may approve in writing in advance.
28. In no circumstances shall the net assets of the Company be paid to or distributed to the Member (except to a member that is itself a charity) and if no resolution in accordance with article 27(a) is passed by the Member, the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission.

AMENDMENTS TO ARTICLES

29. Subject to Article 30, no alteration or addition shall be made to or in the provisions of the Articles without a Special Resolution of the Member.
30. Consultation with the Secretary of State is required prior to any alterations or additions to the following within the Articles:
 - (a) objects (Article 4)
 - (b) powers (Article 5)
 - (c) name (Article 2)
 - (d) composition of the Board (Articles 52-54)
 - (e) any changes that would have the effect of the Company ceasing to comply with the requirements of Schedule 4 of the Further and Higher Education Act 1992
 - (f) any changes that would have the effect that the Company would cease to be a charity.

MEMBER

31. The sole Member shall be the University.
32. The Member of the Company shall sign a written consent to become a Member.
33. Membership will terminate automatically if:
 - (d) the Member (which is a higher education corporation) ceases to exist and is not replaced by a successor institution; or

- (e) the Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally

in such circumstances (each of which is referred to in these Articles as a 'relevant event', the individuals then holding office as Governors shall automatically become Members of the Company immediately before the occurrence of the relevant event (and all references in these Articles to 'the Member' shall be taken to be references to the 'Member' or any of them).

34. Membership is not transferable or transmittable nor can it be mortgaged, charged or otherwise encumbered.
35. Except as required by law, no person is to be recognised by the Company as holding any membership interest upon any trust, and except as otherwise required by law, the Company is not in any way to be bound by or recognise any interest in a membership other than the holder's absolute ownership of it and all the rights attaching to it.

GENERAL MEETINGS

36. The Governors may call general meetings at any time and such meeting shall be held in accordance with the Companies Act.
37. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by the Member.
38. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
39. The notice shall be given to the Member, to the Governors and auditors.
40. 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 GENERAL MEETINGS

41. Subject to Article 44 below, the Member present through its authorised representative(s) shall constitute a quorum.
42. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Member may determine.
43. The chair from time to time of the Board of Governors of the University shall chair general meetings if present and willing to do so or in his absence some other person nominated by the Board of Governors of the University shall preside as chair of general meetings. The chair shall not have a second or casting vote.
44. If the chair of the Board of Governors of the University is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then the chair of the Company shall chair the meeting or if he or she is not present or unwilling to chair the meeting then the representatives of the Member present must appoint a person to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
45. The chair of the meeting may permit other persons who are not entitled to exercise

the rights of Member in relation to general meetings, to attend and speak at a general meeting.

46. A written resolution passed in accordance with the Companies Act is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolutions may be set out in more than one document). A written resolution passed under this Article will lapse if not passed before the end of six calendar months beginning with the circulation date (as defined in section 290 of the Companies Act).

VOTES OF THE MEMBER

47. A resolution put to the vote of a meeting will be decided on a show of hands. The Member, present through its authorised representatives shall have one vote.
48. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
49. A vote given by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote given.
50. The Member may by resolution of the Board of Governors of the University authorise such persons as it thinks fit to act as its authorised representative at any general meeting of the Company and the persons so authorised shall be entitled to exercise the same powers on behalf of the Member as the Member would exercise if it were an individual member of the Company.

ACCOUNTING OFFICER

51. The Principal shall be the accounting officer of the College.

COMPOSITION OF THE BOARD OF GOVERNORS

52. The number of Governors shall (unless otherwise agreed by the Member) be not less than three and not more than 12.
53. Subject to Articles 55 - 61, the Company shall have the following Governors:
- (a) up to three (3) Governors, appointed under Article 57
 - (b) up to four (4) Governors appointed under Article 58;
 - (c) one (1) Staff Governor, appointed under Article 59;
 - (d) one (1) Student Governors, appointed under Article 61;
 - (e) the Principal; and
 - (f) the Vice Chancellor of the University.
54. The Company may also have one Co-opted Governor appointed under Article 63.
55. The first Governors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act. The Member shall appoint the first chair of Governors. As soon as practicable following incorporation, the

Member and/or the existing Board (as applicable) shall appoint or make provision for the appointment or election of the first Governors in accordance with these Articles.

56. Future Governors shall be appointed under these Articles.

APPOINTMENT OF GOVERNORS

57. The Member may appoint up to 3 Governors ("**Member Governors**").
58. The Governors may appoint up to four (4) independent Governors ("**Independent Governors**") upon the recommendation of the Nominations Committee, noting that the Governors may (acting reasonably and in the best interest of the Company) reject a nomination made by the Nominations Committee and request a replacement nomination.
59. 1 Staff Governor may be appointed or elected in accordance with standing orders made by the Board from time to time.
60. The Principal and the Vice Chancellor of the University shall be treated for all purposes as being ex officio Governors.
61. 1 Student Governor may be appointed or elected in accordance with standing orders made by the Board from time to time. A Student Governor must be a registered student at the College at the time when he or she is elected and shall resign as a Student Governor within 12 months of leaving the College. The Governors may in their absolute discretion determine whether a Student Governor is a registered student, or the date the Student Governor has left the Company. Students on an approved leave of absence may not be appointed or continue as a Student Governor.
62. The Board may decline to register the appointment of a Governor if:
- a. it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years or is the subject of an ongoing disciplinary procedure; or
 - b. the appointment of the person would contravene any rule or bye law made under Article 133 concerning the number of terms of office which a person may serve, provided that such rules or bye laws make the same provision for each category of Governors appointed by the appointing authority; or
 - c. the person is ineligible to be a Governor of the Board as set out in Articles 70-82.

CO-OPTED GOVERNORS

63. Upon the recommendation of the Nominations Committee as to the identity of the Co-Opted Governor, the Governors may appoint up to 1 Co-opted Governor.

TERM OF OFFICE

64. The term of office for any Governor shall be three years, save that this time limit shall not apply to the Principal the Vice Chancellor of the University. Subject to remaining or becoming eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected for two consecutive terms and he or she will only be eligible for re-election only after a year has elapsed since he or she retired as a Governor, unless the Governors consider it would be in the best interests of

the Company for a Governor to be eligible for re-election on his or her retirement for additional terms of office.

RESIGNATION AND REMOVAL

65. A Governor shall cease to hold office if he or she resigns his office by notice to the Company (but only if at least three Governors will remain in office when the notice of resignation is to take effect).
66. A Governor shall cease to hold office if he or she is removed by the person or persons who appointed him, or by the Member under the provisions of the Companies Act.
67. If at any point the Governors are satisfied that it is not in the best interests of the Company for a Governor to continue to be in active office, including pending the outcome of any internal or external investigation, for any reason, the Board of Governors may suspend or remove the Governor from office.
68. A Governor's terms of office automatically terminates if he or she becomes ineligible to be a Governor of the Board as set out in Articles 70- 82.
69. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.

INELIGIBILITY / DISQUALIFICATION OF GOVERNORS

70. No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment, except as a Student Governor.
71. The Clerk may not be a Governor.
72. Subject to article 22, a person who is a member of staff of the College may not be, or continue as, a Governor, except as a Staff Governor or in the capacity of Principal.
73. Article 72 above does not apply to a student who is employed by the Company in connection with the student's role as an officer of a students' union.
74. A Governor shall cease to hold office if in the written opinion of a registered medical practitioner who is treating the Governor, he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs and may remain so for more than three months.
75. A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
76. A person shall be disqualified from holding or continuing to hold office as a Governor if he becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the court for an interim order in respect of a voluntary arrangement.
77. A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
78. A Governor shall cease to hold office if he ceases to be a Governor by virtue of

any provision in the Companies Act or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

79. A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
80. A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is included in any list kept by the Disclosure and Barring Service in accordance with the Safeguarding Vulnerable Groups Act 2006.
81. A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that are spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence that falls under section 178 of the Charities Act 2011.
82. Articles 70- 81 and Articles 112-116 also apply to any member of any committee of the Governors who is not a Governor.

CLERK TO THE GOVERNORS

83. A Clerk, if appointed, shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Governor or a Principal and shall be responsible in particular for advising the Governors (and any committee of the Governors) on their duties and obligations, the discharge of their responsibilities, on all matters regarding due process and procedure and in relation to the appropriate exercise of their powers in their decision making. Notwithstanding this Article, the Governors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. In all cases, the Clerk shall report to the Governors.

CHAIR AND VICE-CHAIR OF THE GOVERNORS

84. The Board shall (in consultation with the Member, acting through the Vice Chancellor of the University) appoint a chair and a vice-chair from among the Independent Governors. The Independent Governor appointed as chair must have experience in further education matters. The period of office for the chair and vice-chair will be three years, renewable once only at the election of the Board (in consultation with the Member, acting through the Vice Chancellor of the University).
85. The chair shall be entitled to a seat on the Board of Governors of the University.
86. Subject to Article 87, the chair or vice-chair shall hold office as such until his successor has been appointed.
87. The chair or vice-chair may at any time resign his office by giving notice in writing to the Clerk. The chair or vice-chair shall cease to hold office if-

- (a) he ceases to be a Governor;
 - (b) he is employed by the Company;
 - (c) he is removed from office in accordance with these Articles;
 - (d) he is removed from office by written notice from the Member (at its sole discretion); or
 - (e) in the case of the vice-chair, he is appointed in accordance with these Articles to fill a vacancy in the office of chair.
88. Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting.

GOVERNORS DUTIES

89. The Board of Governors shall be the governing body of the College and shall, subject to these Articles, the Reserved Matters, and any specific consent requirements of any regulatory body, be responsible for the exercise of the Company's powers.
90. Where a decision is or includes a Reserved Matter, the Governors must refer it to the University, for so long as it is a Member, for approval before being actioned by the Governors.
91. Without limitation, the Governors shall be responsible for the following functions:
- (a) the determination and periodic review of the educational character and mission of the College and the oversight of its activities;
 - (b) publishing arrangements for obtaining the views of staff and students on the determination and period review of the educational character and mission of the College and the oversight of its activities;
 - (c) the effective and efficient use of resources, the solvency of the Company and safeguarding the assets of the Company;
 - (d) oversight of the conduct of the affairs of the College.
92. The Board may make committees and may delegate all or any of its functions to a committee or person provided that the Board of Governors shall not delegate the following functions:
- (a) the determination of the character and mission of the College;
 - (b) the responsibility for ensuring the solvency of the Company and for safeguarding its assets.
93. The Member may direct in writing the Governors to take, or refrain from taking, specified action. No such direction invalidates anything with the Governors have done before such written direction.
94. For so long as the University is a Member, no committee or person to whom the Board of Governors has delegated functions shall adopt any strategy, policy or procedure which is incompatible with or contrary to the strategy or operational plans adopted by the University at the relevant time.

MEETINGS OF THE GOVERNORS

95. Subject to these Articles, the Governors may regulate their proceedings as they think fit.
96. The Governors shall hold at least three (3) meetings in every academic year.
97. Any Governor or the Member may, by notice in writing given to the Clerk, requisition a meeting of the Board; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
98. Each Governor and the Member shall (subject to Article 99) be given at least fourteen clear days before the date of a meeting. Notice of the meeting shall be in writing and include the proposed time, date, location and agenda of the meeting, and be sent to the addresses provided by each Governor and the Member(s) from time to time.
99. Where the chair or, in his absence or where there is a vacancy in the office of chair, the vice-chair, determines that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting are given within such shorter period as he or she directs.
100. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
101. A meeting of the Governors shall be terminated or adjourned forthwith if-
 - (a) the Governors so resolve; or
 - (b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 103.
102. Where the Governors resolve in accordance with Article 101 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
103. The quorum necessary at a meeting of the Board shall be three Governors eligible to attend and vote (of which at least one shall be a Member Governor).
104. The Governors may act notwithstanding any vacancies in their number, but, if the numbers of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling another meeting.
105. Subject to these Articles, every question to be decided at a meeting of the Governors shall be determined by a majority of the votes of the Governors present and voting. Every Governor shall have one vote subject to Article 106.
106. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he may have.
107. The proceedings of the Governors shall not be invalidated by
 - (a) any vacancy among their number; or
 - (b) any defect in the election, appointment or nomination of any Governor.
108. A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be valid and effective

as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.

109. The Governors shall ensure that a copy of:
- (a) the agenda for every meeting of the Governors;
 - (b) the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the College to persons wishing to inspect them.
110. Any Governor shall be able to participate in meetings of the Governors by telephone or video conference or any other electronic means agreed by the Governors and by which those participating in the meeting are able to communicate with all the other participants.
111. If all the Governors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

DECLARATION OF DIRECTORS' INTERESTS

112. A Governor must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
113. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

114. If a conflict of interests arises for a Governor 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 Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting the University or that other organisation or person;
 - (b) the conflicted Governor 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 Governors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
115. In accordance with section 175(4) Companies Act 2006 a director of the Company may also hold office as trustee, a director or other officer of or is employed by or is otherwise interested in the University or any other University subsidiary or

undertakings of the University (in each case for such time as the University remains a Member of the Company) and no further authorisation under Articles 112 to 114 shall be necessary in respect of such interest.

116. 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 (as defined in Article 21).

THE MINUTES

117. The minutes of the proceedings of a meeting of the Governors shall be recorded in writing and kept by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the person acting as chair thereof.

COMMITTEES

118. Subject to these Articles, the Governors may establish any committee (including an Audit & Compliance Committee and an Academic Quality Committee) and shall determine the constitution, membership and proceedings of such committee. The terms of reference and membership of any committee of the Governors shall be reviewed at least once in every twelve months.
119. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

DELEGATION

120. Subject to Article 90, the Governors may delegate to any Governor, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them, provided that the terms of any such delegation are recorded in writing by the Governors and kept with the minutes. Any such delegation may be made subject to any conditions the Governors may impose and may be revoked or altered.

PRINCIPAL

121. The Governors shall appoint the Principal, after consultation with the Vice Chancellor of the University. Save as set out in these Articles, the Governors may delegate such powers and functions to the Principal as they consider are required. Notwithstanding the generality of the foregoing, and subject to any agreement from time to time in force between the Company and the Member, or between the Company and any other third party, including the Secretary of State, the Principal shall be responsible for the following:
- (a) making proposals to the Governors on the educational character and mission of the College and implementing decisions of the Board of Governors;
 - (b) the determination of the College's academic and other activities;
 - (c) leadership of the College and executive leadership of the staff;
 - (d) maintaining student discipline and, within the College rules and procedures from time to time, suspending or expelling students on disciplinary grounds

or expelling students for academic reasons;

(e) any other functions delegated by the Board from time to time.

122. The Principal shall be entitled to delegate any of his or her functions to any suitable person or persons subject to the terms of any schemes of delegation of the Company approved by the Board from time to time other than in respect of the management of budget and resources or any functions delegated to the Principal by the Board.
123. The Principal will normally be the accounting officer of the College for the purposes of the Education and Skills Funding Agency (or any successor thereto) and/or any other funding body subject to the approval of the Board.

THE SEAL

124. The seal, if any, shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Clerk or by a second Governor.

ACCOUNTS

125. The Governors shall comply with the requirements of the Companies Act and charity laws as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
126. Accounting records relating to the Company must be made available for inspection by any Governors and the Member at any reasonable time during normal office hours.
127. A copy of the Company's latest available statement of account shall be supplied on request to any Governor or Member, or to any other person who makes a written request and pays the Company's reasonable costs of fulfilling the request, within two months of such request.

NOTICES

128. Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.
129. Subject to the Articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor or has asked to be sent or supplied with such notices or documents for the time being.
130. A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

INDEMNITY

131. Subject to Article 132, but without prejudice to any indemnity to which they may otherwise be entitled:
- (a) every Governor or former Governor of the Company shall be indemnified out of the assets of the Company in relation to any liability they incur in that capacity; and
 - (b) every other officer or former officer of the Company may be indemnified out of the assets of the Company in relation to any liability they incur in that capacity.
132. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act or any other provision of law and any such indemnity is limited accordingly.

RULES AND BYE LAWS

133. Subject to Article 134, the Governors may from time to time make (and alter, make additions to and repeal from time to time) such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, provided that no such rule or bye law shall be inconsistent with or shall affect or repeal anything contained in these Articles. In particular but without prejudice to the generality of the foregoing, such rules or bye laws may deal with public access to meetings of the Governors, its Member and committees and the publication (and manner of publication) of meeting agenda, minutes of meetings and documents produced to or considered by such meetings but so that the Member shall be entitled to be sent copies of all documents produced to meetings and agenda and minutes of such meetings.
134. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Member of the Company all such rules or bye laws, which shall be binding on all Member of the Company.

CHARITABLE STATUS

135. For as long as the Company is a charity then it shall comply with all requirements on it either as a registered charity (including annual returns) or as an exempt charity (if the Company is an exempt charity).
136. Any property transferred to the Company from Writtle University College or any other educational charity shall be held by the Company on trust to be used for exclusively charitable purposes which are exclusively educational.
137. As required by paragraph 28 of Schedule 3 of the Charities Act 2011, the University shall be entitled to administer the Company such that the Company shall thereby be an exempt charity. Nothing in these Articles shall restrict or limit the ability of the University to so administer the Company.

COPIES OF THESE ARTICLES

138. A copy of these Articles shall be given free of charge to the Member of the Company and to all the Governors.
139. A copy of these Articles shall be given to any person who requests them at a fee (if any) determined by the Board from time to time (such fee not to exceed the copying costs incurred).
140. A copy of these Articles shall be available for inspection on the College's website.

Appendix

1. Disposing, whether by sale lease or otherwise any of the assets of the Company except to the extent provided in the Operating Plan.
2. Buying, leasing or licensing any assets outside the terms of the Operating Plan.
3. Giving or making any loans, borrowing or offering credit.
4. Giving any guarantee, suretyship or indemnity.
5. Creating any subsidiary, becoming a member of any legal entity, entering into any joint venture or partnership, merger or material contract except as set out in the Operating Plan.
6. Creating any encumbrance, mortgage or charge over the whole or any part of the undertaking or assets of the Company.
7. Commencing, settling or bringing any legal proceedings.
8. Entering into contracts or arrangements outside of the Company's ordinary course of business otherwise than in accordance with the Operating Plan.
9. Admitting any new Member of the Company.
10. Embarking on any negotiations or concluding any negotiations for consolidation, merger or acquisition of any business or undertaking of any person.
11. Making any arrangement with any revenue authority or the Charity Commission.
12. Attempting to secure funding otherwise than in accordance with the Operating Plan.
13. Approving the annual budget for the College and any amendments thereto.
14. The dissolution of the Company pursuant to Articles 27 and 28.