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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
YMCA GEORGE WILLIAMS COMPANY

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1. The name of the Company (herein called 'the Company') is YMCA GEORGE WILLIAMS COMPANY.

2. The registered office of the Company will be situated in England and Wales

3. The objects for which the Company is established are:
 - 3.1 to provide and maintain a College of higher education founded on Christian principles and adopting Christian values initially derived from the Paris Basis and adopted from time to time by the World Alliance of Young Men's Christian Associations such College to be known as the YMCA George Williams College offering education and training both to adults and young persons resident in the United Kingdom and overseas.

 - 3.2 To promote research and to publish the useful results of such research.

4. The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:
 - 4.1 to employ or engage and pay any person or persons whether as employees, consultants, managers, agents, advisers or otherwise not save as otherwise expressly provided being a member of the Board of Governors to supervise, organise, assist with and carry on the

work of the Company and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

- 4.2 to hold meetings (whether public, private or otherwise) conferences, lectures, seminars, training courses, exhibitions and discussions
- 4.3 to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses including the provision of web-based programmes, sites and discussions
- 4.4 to collect and disseminate information on all matters affecting such objects and to exchange such information with other bodies having similar objects
- 4.5 to write, promote, produce, print, publish and circulate books, journals, pamphlets and any other printed and electronic material
- 4.6 to undertake, execute, manage or assist any charitable trusts or other bodies which may lawfully be undertaken, executed, managed or assisted by the Company
- 4.7 to receive, purchase, take on lease or licence or tenancy at will, or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Company consider necessary for the promotion of such objects

- 4.8 to construct, alter, maintain, improve, demolish, manage and furnish or to procure the construction, alteration, improvement, demolition, maintenance, management or furnishing by any person including (without prejudice to the generality of the foregoing) any company or body corporate and any authorities national, local or otherwise of any land, buildings, or erections which the Company consider necessary for the promotion of such objects
- 4.9 to make regulations for any property from time to time held by the Company
- 4.10 subject to such consents as may be required by law to sell, let, license, mortgage, charge, grant tenancies at will or otherwise dispose of or turn to account all or any of the property or assets of the Company
- 4.11 to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation, or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects
- 4.12 to accept monies, grants, contributions, covenanted donations and gifts from any person including (without prejudice to the generality of the foregoing) any company or body corporate and any authorities national, local or otherwise

4.13 to invest the money of the Company not immediately required for such objects in or on such investments, securities or property of whatsoever nature as the Board of Governors shall in its absolute discretion think fit

4.14 to hold any or all securities or other property in bearer form or in the names of the members of the Board of Governors or any one or more of them or in the name of some other person or partnership or in the name or names of nominees and to deposit the said securities and any title deeds or other documents belonging or relating to the Company in any part of the world with any bank, firm, trust company or other company that undertake the safe custody of securities as part of its business without being responsible for the default of such bank, firm, trust company or other company or for any consequent loss

4.15 to employ as a professional investment manager any person who is entitled to carry on investment business under the provisions of the Financial Services Act 1986 and to delegate to any such manager ("the Manager") the exercise of all or any of their powers of investment on such terms and at such reasonable remuneration as the trustees may think fit but subject always to the following conditions:

4.15.1 the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the trustees and within the powers of investment conferred by this Memorandum of Association

4.15.2 every transaction carried out by the Manager under delegated powers shall be reported to the trustees within 14 days

4.15.3 the trustees shall be bound to review the arrangements for delegation at least once in every 12 months

4.16 to co-operate and enter into contracts and arrangements with any person including (without prejudice to the generality of the foregoing) any company or body corporate or any authorities national, local or otherwise

4.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts

4.18 to insure any asset of the Company on such terms as the Board of Governors may think fit and to pay the appropriate premiums and to use any insurance money received in any manner which the Board of Governors think fit whether to restore the asset or not

4.19 to pay any premium in respect of any indemnity insurance to cover the liability of the members of the Board of Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in response of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Board of Governors (or any of them) knew or ought reasonably to have known was a breach of duty or a breach of trust or which was committed by the members of the Board of Governors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not

4.20 to subscribe to become a member of or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property against its members to an extent at least as great as the restrictions imposed on the Company under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property assets, liabilities and engagements of any such charitable organisation, institution, society or body as may lawfully be acquired or undertaken by the Company

4.21 to assist any charitable organisation whose objects are wholly or in part similar to those of the Company financially or otherwise

4.22 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company

4.23 subject to such consents as may be required by law to borrow or raise money for the Company on such terms and on such security as may be thought fit including powers to mortgage all or any part or parts of the property owned by the Company as the Company may think fit and to issue debentures

4.24 to establish or aid in the establishment of any company firm, co-operative or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objects or interests of the Company

4.25 to make regulations from time to time and to alter vary or otherwise amend such regulations concerning the affairs of the College provided that such regulations shall not be inconsistent with the provisions of the Memorandum and Articles of Association of the Company

4.26 to do all such other lawful things as may be necessary for the attainment of the above objects or any of them

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company provided that nothing shall prevent any payment in good faith by the Company:

5.1 of the usual professional charges for business done by any member of the Company (whether a member of the Board of Governors or not) who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the members of the Board of Governors benefit under this provision and that a member of the Board of Governors shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion

- 5.2 of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a member of the Board of Governors
- 5.3 of reasonable and proper remuneration for any serviced rendered to the Company by the Principal or by the Staff Governors provided that:
- 5.3.1 the Principal and the Staff Governors shall not be entitled to exercise their votes as members of the Board of Governors in respect of any matter affecting their remuneration
 - 5.3.2 the Principal and the Staff Governors shall absent themselves from that part of any meeting during which matters are to be discussed affecting their remuneration
 - 5.3.3 the Principal and Staff Governors shall not at any time together exceed a minority of the members of the Board of Governors
- 5.4 of interest on money lent by any member of the Company or of the Board of Governors at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board of Governors
- 5.5 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Governors may also be a member holding not more than 1/100th part of the issued capital of that Company
- 5.6 of reasonable and proper rent for premises demised or let by any member of the Company or a member of the Board of Governors

- 5.7 to any member of the Board of Governors of reasonable out-of-pocket expenses
- 5.8 of insurance premiums to insure members of the Board of Governors against liabilities incurred by them arising out of their office provided that such insurance shall not extend to any claim arising from willful and individual fraud, wrongdoing or wrongful omission
6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or disturbed among the members of the Company, but shall be given or transferred to the National Council of Young Men's Christian Associations (Incorporated) registered company number 73749 and registered charity number 212810 or in default thereof to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as the restriction which is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and insofar as effect cannot be given to such provisions, then the same shall be paid to some other charitable institution or institutions
7. The liability of the members is limited
8. Every member of the company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Company contracted

before he or she ceases to be a member for the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.

Names and addresses of the original Subscribers and Witnesses on the 4th October 1994

Subscribers:

Laurence Edward Linaker,
Swyre Farm,
Aldsworth,
Nr. Cheltenham,
Glocuestershire,
GL54 3RE.

Frederick Charles Slater
19 Arden Vale Road,
Knowle,
Solihull,
West Midlands,
B93 9NS.

Witness to the Signature of Laurence Edward Linaker

T.M. Kingham,
Cluny Cottage,
Buckinghamshire.

Company Director

Witness to the Signature of Frederick Charles Slater

Rosalie Hall
Abbeyfields,
Halesowen,
West Midlands,
B62 8SS

Secretary

Certified as a true record of amendments
agreed at the Board of Governor's Meeting
on 29th January 2009 where the resolution was
passed

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
YMCA GEORGE WILLIAMS COMPANY

1. Definitions and Interpretation

1.1 In these Articles:

1.1.1 unless the context otherwise requires the following expressions have the following meanings

“Board of Governors” means the Board of Governors for the time being of the Company

“College Staff Member” means member of staff of the College whether teaching or otherwise

“College Student” means a student of the College which shall include a person who has been granted leave of absence from the College for the purpose of study, travel, or carrying out the duties of an office held by him or her in the Student Union

“Companies Act” means the Companies Act 1985 (as amended by the Companies Act 1989)

“Co-opted Governors” means a person appointed to serve as a member of the Board of Governors by the Board of Governors pursuant to Clause 6.6 of these Articles

“Independent Governor” means a person who is appointed as a member of the Board of Governors from time to time and who is, or who has been, engaged or employed in business, industry, any profession or in any other field of employment relevant to the activities of the College or a person who has otherwise acquired experience in education and training

“Independent Member” means a person who is a member of the company by reason of his or her having been appointed as an Independent Governor pursuant to Clause 6 of these Articles

“in writing” means written, printed, lithographed, electronic communication or partly one and partly another, and other modes of representing or reproducing words in a visible form

“month” means a calendar month

“Staff Governor” means a number of the Board of Governors who is a College Staff member nominated to serve in that capacity by the College staff members

“Staff Observer” means a nominated Staff Member who has served written notice of their intention not to be a member but to serve as an observer pursuant to Clause 5.4.4 of these Articles

“Student Governor” means a member of the Board of Governors who is a College Student nominated to serve in that capacity by College students

“Student Observer” means a nominated Student Member who has served written notice of their intention not to be a member but to serve as an observer pursuant to Clause 5.4.6 of these Articles.

“Student Union” means the union of Students formed to further the educational purposes of the College and the interests of Students as students

“the Academic Board” means the Academic Board of the College constituted in accordance with Clause 14 of these articles

“The Nominations Committee” means the Committee of the Board of Governors constituted in accordance with Clause 6.2 of the Articles to nominate new Co-opted Governors and Independent Governors

“The Clerk” means the person appointed from time to time to the office of Clerk to the Board of Governors pursuant to Clause 13 of these Articles

“the College” means the YMCA George Williams College

“the Company” means the YMCA George Williams Company

“the Holders of Senior Posts” means the Principal, the Clerk and the holders of such other senior posts as the Board of Governors may from time to time determine

“the Office” means the registered office of the Company

“the Principal”	means the Principal for the time being of the College
“these Articles”	means the Articles of Association of the Company
“the United Kingdom”	means the United Kingdom of Great Britain and Northern Ireland
“YMCA Governor”	means an Independent member of the Board of Governors nominated to serve in that capacity by the YMCA Board of Trustees under Clause 5.4.1 of these Articles
“the YMCA National Board of Trustees”	means the Board of Trustees of the National Council of YMCAs
“the YMCA National Council”	Means the National Council of Young Men’s Christian Associations (Incorporated) registered company number 73749 and registered charity number 212810
“the YMCA National Secretary”	means the National Secretary (or his or her equivalent) for the time being of the YMCA National Council

1.1.2 words importing the singular number only shall include the plural number (and vice versa) and words importing the masculine gender only shall include the feminine gender (and vice versa) and words importing persons shall include bodies, corporate associations and partnerships

1.1.3 subject as aforesaid, any words or expressions defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles

1.1.4 the headings to clauses and paragraphs are inserted for ease of reference only and shall not affect the interpretation or construction of these Articles

1.1.5 references to any statute statutory provision or order include references to the statute, statutory provision or order as from time to time amended, extended or re-enacted

1.1.6 words and expressions used in the Memorandum of Association of the Company shall unless the context otherwise requires have the same meaning as in these Articles

1.2 Table C of the Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company

2 Company membership

2.1 The subscribers to the Memorandum of Association and members of the Board of Governors from time to time appointed in accordance with these Articles shall be members of the Company

2.2 The provisions of section 352 of the Companies Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member

2.3 Members may resign from membership of the Company by giving notice to the Secretary and in any event their membership shall be terminated on the expiry of their period of office as a member of the Board of Governors or on their ceasing, for any other reason whatsoever in accordance with the provisions of these Articles, to be a member of the Board of Governors

3, General Meetings

3.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board of Governors and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that, so long as the Company holds its first annual general meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation nor in the following year.

3.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

3.3. The Board of Governors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition,

or in default may be convened by such requisitionists, as provided by section 368 of the Companies Act.

3.4 Save as provided in Clause 3.5 of these Articles, twenty-one days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Companies Act entitled to receive such notices from the Company.

3.5 Shorter notice than that required under Clause 3.4 of these Articles may be given of a meeting if:

3.5.1. in the case of an annual general meeting all of the members entitled to attend and vote at such meeting consent to such shorter notice;

3.5.2 in the case of any other meeting a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than 95 percent of the total voting rights, consent to such shorter notice.

3.6 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

4. Proceedings at General Meetings

- 4.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business and for these purposes there shall be a quorum when at least five members are present of whom at least three are Independent Members.
- 4.2 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Governors may determine.
- 4.3 The chair of the Board of Governors shall preside as chair at every general meeting, but if there be no such chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, then the vice-chair of the Board of Governors shall take the chair. In the absence of both the chair and the vice-chair of the Board of Governors then a member of the Board of Governors will be appointed to chair that meeting.
- 4.4 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place and whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original

meeting and save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

4.5 Every member shall have one vote and shall not be entitled to appoint a proxy

4.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

4.7 In the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

4.8 Subject to the provisions of the Companies Act a resolution in writing signed by all of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the company duly convened and held.

5. Membership of the Board of Governors

5.1 The members of the Board of Governors shall be the directors of the Company.

5.2 The first members of the Board of Governors shall be the subscribers to the Memorandum of Association.

5.3 The Board of Governors shall be comprised of not less than 8 and not more than 17 members of whom a majority shall be Independent Governors.

5.4 Subject as provided by Clause 5.3 of these Articles

5.4.1 one Independent Governor shall be a person nominated to serve as an Independent Governor by the YMCA Board of Trustees;

5.4.2 one member of the Board of Governors shall be the YCMA National Secretary or his or her nominee;

5.4.3 not more than two members of the Board of Governors shall be Staff Governors;

5.4.4 either or both Staff Governors may separately serve notice of his or her intention not to be a member of the Board of Governors upon the Secretary. Such members will be entitled to serve their terms as Staff Observers pursuant to Clause 7.1 of these Articles;

5.4.5 not more than two members of the Board of Governors shall be Student Governors;

5.4.6 the Student Governors may serve notice of their intention not to be members of the Board of Governors upon the Secretary. Such member will be entitled to serve their terms as Student Observer pursuant to Clause 7.1 of these Articles;

5.4.7 one member of the Board of Governors shall be the Chair for the time being of the Governing Body of Canterbury Christ Church University

(or his or her nominee) provided that the agreement dated 13th October 1992 between Canterbury Christ Church University of the one part and the YMCA National Council of the other part or any agreement on similar terms made between Canterbury Christ Church University and the Company shall remain in force;

5.4.8 one member of the Board of Governors shall be the Principal unless he or she chooses not to be a member in which case he or she shall serve written notice of his or her intention not to serve as a member of the Board of Governors upon the Secretary;

5.4.9 not more than three members of the Board of Governors shall be Co-opted Governors.

5.5 At their first meeting the Board of Governors shall determine their membership numbers and in so doing they shall fix the number of Independent Governors, Staff Governors, Student Governors and Co-opted Governors subject to the overriding limits contained in Clauses 5.3 and 5.4 of these Articles.

5.6 The Board of Governors may at any time by resolution vary or amend the determination referred to in Clause 5.5 of these Articles and subject to the provisions of Section 9 of the Companies Act in so doing they must comply with the requirement that there be a majority of members of the Board of Governors who are Independent Governors and such subsequent determination shall not have the effect of terminating the appointment of any person who is prior to the determination a member of the Board of Governors.

6. Appointment of Members of the Board of Governors

- 6.1 Members of the Board of Governors shall be nominated by the members of the Nominations Committee of the Board of Governors save for the first members of the Board of Governors who hold office by virtue of the provisions of Clause 5.3 of these Articles and for Independent Governors who are appointed pursuant to the provisions of Clauses 6.2, 6.3, 6.4 and 6.5 of these Articles.
- 6.2 The chair of the Board of Governors, acting with at least one Independent Governor, and up to three other members of the Board of Governors, providing always that a majority of the Committee shall be Independent Governors, shall serve as the Nominations Committee to the Board of Governors and shall nominate new members to the Board of Governors pursuant to Clauses 5.5 and 5.6 of these Articles.
- 6.3 Members of the Board of Governors shall elect and appoint members of the Board of Governors pursuant to Clauses 5.5, 5.6 and 6.2 of these Articles.
- 6.4 Where the appointment of an additional Independent Governor fails to be made in consequence of a determination made pursuant either to Clause 5.5 or to Clause 5.6 of these Articles then:
- 6.4.1 if the appointment is made within a period of three months beginning with the date of the said determination the Board of Governors shall appoint the additional Independent Governor; or
 - 6.4.2 if the appointment is not made within the said three month period, then the Nominations Committee acting as a committee of the Board of Governors shall appoint the additional Independent Governor.

6.5 Where a vacancy in the office of an Independent Governor arises by reason of any existing Independent Governor ('the Retiring Governor') ceasing to hold office on the expiry of his or her term of office then:

6.5.1. the Retiring Governor's successor shall not be appointed more than six months before the expiry of his or her term of office; and

6.5.2 the Retiring Governor's successor shall be appointed by the Board of Governors if the appointment is made not less than three months before the expiry of his or her term of office or if the appointment is not made within the said period, then the Retiring Governor's successor shall be appointed by the Nominations Committee of the Board of Governors

6.6 Where a vacancy in the office of an Independent Governor arises on the death of any such member or any such member ceasing to hold office in accordance with the provisions of Clause 8 of these Articles then:

6.6.1 his successor shall be appointed by the Board of Governors if the appointment is made within a period of three months beginning with the date of death or the date on which the office becomes vacant as the case may be; or

6.6.2 if the appointment is not made within the said three month period, his or her successor shall be appointed by the Nominations Committee of the Board of Governors.

6.7 No appointment of an Independent Governor shall be made unless his or her appointment has first been approved by the Nominations Committee of the Board of Governors.

6.8 The Board of Governors or the Nominations Committee may co-opt any person with experience in the provision of education as a member of the Board of Governors subject to the overriding limits contained in Clause 5 of these Articles and such Co-opted Governors shall retain office only until the next Annual General Meeting of the Company which period shall be regarded as his or her time of office though he or she may subsequently be co-opted again.

7. Tenure of office of members of the Board of Governors

7.1 Unless otherwise determined by the Board of Governors the period of office of Independent Governors, Staff Governors, Staff Observers, Student Governors and Student Observers shall be three years. Such members and observers shall, on the expiry of their period of office, be eligible for re-appointment for a further three year term. On the expiry of the second three year term they shall not be eligible for reappointment until the next annual general meeting of the Company.

7.2 The YMCA National Secretary or his or her nominee as the case may be shall serve as a member of the Board of Governors for so long as they shall be employed by the YMCA National Council as the YMCA National Secretary or be nominated by him or her as the case may be.

- 7.3 The YMCA Governor shall serve as a member of the Board of Governors for so long as they shall be employed by the YMCA or be nominated as the case may be
- 7.4 Subject to the provision of Clause 5.6.5 of these Articles the chair of the Governing body of Canterbury Christ Church University or his or her nominee as the case may be shall serve as a member of the Board of Governors for so long as he or she shall be the chair of the Governing body of Canterbury Christ Church University or be nominated by him or her as the case may be.
- 7.5 An Independent Governor shall cease to be a member of the Board of Governors if, before the expiry of his or her term of office, he or she becomes either a College Staff Member or a College Student.
- 7.6 A YMCA Governor shall cease to be a member of the Board of Governors if, before the expiry of his or her term of office, he or she becomes either a College Staff Member or a College Student.
- 7.7 A co-opted Governor shall cease to be a member of the Board of Governors if he or she becomes either a College Staff Member or a College Student.
- 7.8 A Staff Governor or Observer shall cease to be a member or Observer of the Board of Governors if he or she ceases, before the expiry of his or her term of office, to be a College Staff Member

7.9 A Student Governor or Observer shall cease to be a member or Observer of the Board of Governors if he or she ceases, before the expiry of his or her term of office, to be a College Student.

7.10 A member of the Board of Governors may at any time by giving 28 days' notice in writing to the Secretary resign his or her office which will become vacant on the expiry of the period of the notice.

7.11 If at any time the Board of Governors are satisfied that any member of the Board of Governors:-

7.11.1 has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or is unable or unfit to discharge the functions of a member of the Board of Governors then they may give notice in writing to that member to remove him or her from office and thereupon his or her office shall become vacant.

8. Persons Ineligible to be Members of Board of Governors

8.1 A person who is under the age of 18 years shall be ineligible for appointment as a member of the Board of Governors save as a Student Governor.

8.2 No person who has attained the age of 70 years shall be eligible for appointment as a member of the Board of Governors unless a majority of the members of the Board of Governors determine to appoint him or her.

8.3 A College Staff Member shall be ineligible for appointment as a member of the Board of Governors except as a Staff Governor or in his or her capacity as the Principal.

8.4 A College Student shall be ineligible for appointment as a member of the Board of Governors except as a Student Governor.

8.5 The office of a member of the Board of Governors shall be vacated if:-

8.5.1. he or she ceases to be a member of the Board of Governors by virtue of any provision of the Companies Act or he or she becomes otherwise prohibited by law from being a member of the Board of Governors;

8.5.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

8.5.3 he or she is, or may be, suffering from mental disorder and either:-

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

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

9. Powers and Responsibilities of the Board of Governors

9.1 The business of the Company shall be managed by the Board of Governors who may pay all reasonable expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Companies Act or by these Articles or by any regulation made by the Company in general meeting but no such regulation shall invalidate any prior act of the Board of Governors which would have been valid if that regulation had not been made.

9.2 The Board of Governors shall be responsible for:

- 9.2.1 the determination of the educational character and mission of the College and for oversight of its activities;
- 9.2.2 the elective and efficient use of resources, the solvency of the Company and the safeguarding of its assets;
- 9.2.3 approving annual estimates of income and expenditure;
- 9.2.4 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Holders of Senior Posts;
- 9.2.5 setting a framework for the pay and conditions of service of all College Staff Members other than the Holders of Senior Posts; and
- 9.2.6 the welfare of Students.

9.3 Subject to the following provisions of this Clause, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Academic Board, and may delegate administrative

powers to such committees or to the chair of the Board of Governors or to the Principal provided that:

- 9.3.1 any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Governors
- 9.3.2 any such committee may co-opt any person to attend the meetings of such committee but no such co-opted person shall thereby be entitled to vote as a member of such committee
- 9.3.3 the meetings and proceedings of any committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Governors
- 9.3.4 all acts and proceedings of committees shall be reported back to the Board of Governors fully and promptly
- 9.3.5 The Board of Governors shall establish a committee or committees to determine or advise on
 - 9.3.5.1 such matters relating to employment policy as the Board of Governors may remit to such committee;
 - 9.3.5.2 such matters relating to finance as the Board of Governors may remit to such committee;
 - 9.3.5.3 such matters relating to audit as the Board of Governors may remit to such committee.
 - 9.3.5.4 such matters relating to the nomination of new members of the Board of Governors under Clause 6.2 of these Articles
- 9.3.6 a Principal who has chosen not to be a member of the Board of Governors shall still be entitled to receive notice of and to attend and speak at all meetings of committees

of the Board of Governors save those regulations made pursuant to Clauses 12.3.5 of these Articles

9.4 The Board of Governors shall not delegate the following powers:

9.4.1 the determination of the education character and mission of the College;

9.4.2 the approval of the annual estimates of income and expenditure;

9.4.3 ensuring the solvency of the Company and safeguarding its assets;

9.4.4 the appointment or dismissal of the Principal.

10. Members of the Board of Governors not to be financially interested in the Company

10.1 No member of the Board of Governors shall take or hold any interest in any property held or used by the Company for the purpose of the College, or receive any remuneration for his or her services as a member of the Board of Governors provided that a Staff Governor and the Principal may receive remuneration in their capacity as College Staff members.

10.2 A member of the Board of Governors who has any financial interest in:

10.2.1 the supply of work to the Company

10.2.2 any contract or proposed contract concerning the Company, or

10.2.3 any other matter relating to the Company

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

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

11. Appointment of Chair and Vice-Chair of the Board of Governors

11.1 At the first meeting of the Board of Governors the members shall appoint a chair and a vice-chair from among their number provided that neither the Principal nor a Staff Governor nor a Student Governor shall be eligible to be appointed in this capacity

11.2 The chair and vice-chair shall hold office for such period as the Board of Governors may determine.

11.3 If both the chair and the vice-chair are absent from any meeting of the Board of Governors, the members present shall choose one of their number to act as chair for that meeting, provided that the member chosen shall not be the Principal, a Staff Governor or Student Governor.

11.4 The chair and vice-chair may at any time by notice to the Secretary resign their respective offices.

11.5 At the first meeting following the expiry of the term of office of the chair or vice chair, or following the resignation of the chair or vice-chair, the members of the Board of

Governors shall appoint a new chair or vice-chair, as the case may be, from among their number.

11.6 The chair and vice-chair retiring at the end of their respective terms of office shall be eligible for reappointment subject always to their continuing membership of the Board of Governors.

12. Proceedings of the Board of Governors

12.1 Meetings

12.1.1 The Board of Governors shall meet at least once in every College term, and shall hold such other meetings as may be necessary.

12.1.2 All meetings shall be summoned by the Clerk, who shall send to the members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

12.1.3 A special meeting of the Board of Governors may be called at any time by the chair or at the request in writing of any five members. Where the chair or, in his or her absence, the vice-chair so direct on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he or she specifies.

12.2 Quorum

12.2.1 Meetings of the Board of Governors shall be quorate if five or more members are present of whom at least three members shall be Independent Governors.

- 12.2.2 If the number of members assembled for a meeting of the Board of Governors does not constitute a quorum then the meeting shall not take place. If in the course of a meeting of the Board of Governors the number of members present ceases to constitute a quorum, then the meeting shall be terminated forthwith.
- 12.2.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the chair shall if he or she thinks fit, cause a special meeting to be summoned as soon as conveniently may be.
- 12.2.4 If a meeting is quorate, but the Independent Governors are in a minority, then a majority of the Independent Governors present shall have the right to decide that an item of business be deferred to a subsequent meeting. No item of business may be so deferred more than once under this provision
- 12.2.5 In case the members of the Board of Governor shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles as the quorum for the meetings of the Board of Governors it shall nonetheless be lawful for the Board of Governors to act for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or summoning a general meeting but not for any other purposes.

12.3 Procedure

- 12.3.1 Every question to be decided at a meeting of the Board of Governors shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the chair of the meeting shall have a second or casting vote.
- 12.3.2 A member of the Board of Governors may not appoint an alternate.

- 12.3.3 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies of persons.
- 12.3.4 No resolution of the members of the Board of Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 12.3.5 Except as provided by regulations made pursuant to Clause 22 of these Articles a Staff Governor or a Staff Observer shall withdraw –
- 12.3.5.1. from that part of any meeting of the Board of Governors at which his or her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;
 - 12.3.5.2. from that part of any meeting of the Board of Governors at which the appointment of his or her successor is to be considered; and
 - 12.3.5.3. if so required by a resolution of the other members present, from that part of any meeting of the Board of Governors at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any College Staff Member holding a post superior to his or her own are to be considered.
- 12.3.6 A Principal, nominated Staff Governor or nominated Student Governor who has chosen not to be a member of the Board of Governors shall still be entitled to receive notice of and to attend and speak at all meetings of the Board of

Governors save those regulations made pursuant to Clauses 12.3.5, 12.3.8, 12.3.9 and 12.5 of these Articles.

12.3.7 A Student Governor who is under the age of 18 years shall not vote on any questions concerning any proposal-

12.3.7.1 for the expenditure of money by the Board of Governors; or

12.3.7.2 under which the Board of Governors, or any member or members of the Board of Governors, would enter into any contract, or would incur any debt or liability (whether immediate, contingent or otherwise).

12.3.8 Except as provided by regulations made pursuant to Clause 22 of these Articles relating to appeals and representations by College Students in disciplinary cases, a Student Governor shall withdraw from that part of any meeting of the Board of Governors at which his or her conduct, suspension or expulsion is to be considered.

12.3.9 In any case where the Board of Governors is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a College Staff Member or prospective College Staff Member, a Student Governor or Student Observer shall

12.3.9.1. take no part in the consideration or discussion of the matter in question and may not vote on a any question with respect to the matter; and

12.3.9.2. where required to do so by any member of the Board of

Governors present at the meeting, withdraw from the meeting.

12.3.10 A resolution in writing signed by all of the members for the time being of the Board of Governors or of any committee of the Board of Governors who are entitled to receive notice of a meeting of the Board of Governors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or of such committee duly convened and constituted.

12.4 Minutes

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

12.4.2 Separate minutes shall be taken of those parts of meetings from which Staff Governors, Student Governors, Staff Observers or Student Observers have withdrawn and such minutes shall not be disclosed to such Staff Governors Student Governors, Staff Observers or Student Observers.

12.5 Public Access to Meetings

Subject to the rights of the Principal referred to in Clause 12.3.6, any question as to whether a person other than a member of the Board of Governors or the Secretary or the Clerk should be allowed to attend a meeting of the Board of Governors shall be determined by the Board of Governors

12.6 Publication of Minutes and Papers

12.6.1 The Board of Governors shall ensure that a copy of the agenda for every meeting of the Board of Governors, the draft minutes of every such meeting, if they have been approved by the chair of the meeting, the signed minutes of every such meeting and any report, document or other paper considered at any such meeting shall, in each case as soon as practicable, be made available during normal office hours at the College to any person wishing to inspect them.

12.6.2 There may be excluded from the documentation referred to in Clause 12.6.1. above any material relating to a named person employed at or proposed to be employed at the College, a named College Student at, or candidate for admission to, the College and any matter which, by reason of its nature, the Board of Governors are satisfied should be dealt with on a confidential basis.

13. The Secretary and the Clerk

13.1 The Board of Governors shall appoint a person to act as the Secretary of the Company pursuant to Section 10(5) of the Companies Act. A member of the Board of Governors may be appointed to act in this capacity but shall not receive any remuneration for his or her services as such.

13.2 The Board of Governors shall appoint a person to act as the Clerk to the Board of Governors and such person shall not be a member of the Board of Governors.

14. The Powers and Responsibilities of the Academic Board

14.1 There shall be an Academic Board comprising the Principal (who shall be the

chair) and such other College Staff Members and College Students as may from time to time be approved by the Board of Governors. The Principal may nominate a deputy chair from among the members of the Academic Board to take the chair in his or her place. The period of appointment of members of the Academic Board and the selection or election arrangements shall be subject to the approval of the Board of Governors.

14.2 The Academic Board shall at all times and in all respects be accountable to the Board of Governors and subject thereto shall be responsible for:

- 14.2.1 general issues relating to research, scholarship teaching and courses at the College, including the fixing of criteria for the admission of students;
- 14.2.2 the appointment and removal of internal and external examiners;
- 14.2.3 policies and procedures for assessment and examination of the academic performance of students;
- 14.2.4 the content of the curriculum;
- 14.2.5 academic standards and the validation and review of courses;
- 14.2.6 the procedures for the award of qualifications and honorary academic titles;
- 14.2.7 the procedures for the expulsion of students for academic reasons;
- 14.2.8 considering the development of the academic activities of the College and the resources needed to support them and for advising the Principal and the Board of Governors accordingly;

14.2.9 advising on such other matters as the Board of Governors or the Principal may from time to time refer to the Academic Board.

14.3 Where necessary and appropriate the responsibilities of the Academic Board shall be subject to the requirements of validating and accrediting bodies.

14.4 The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that the establishment of any such committee is first approved by the Principal and the Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

15. Powers and responsibilities of the Principal

15.1 The Principal shall at all times and in all respects be accountable to the Board of Governors, and subject thereto shall be responsible for:

15.1.1 making proposals to the Board of Governors about the educational character and mission of the College, and for implementing the decision of Board of Governors;

15.1.2 the organisation, direction and management of the College and leadership of the College Staff Members;

15.1.3 the appointment assignment, grading, appraisal, suspension, dismissal, and determination (within the framework set by the

- Board of Governors) of the pay and conditions of service of
College Staff Members other than the Holders of Senior Posts;
- 15.1.4 the determination, after consultation with the Academic Board,
of the College's academic activities, and the determination of
its other activities;
- 15.1.5 preparing annual estimates of income and expenditure, for
consideration and approval by the Board of Governors and for
the management of budget and resources, within the estimates
approved by the Board of Governors; and
- 15.1.6 the maintenance of student discipline and, within the rules and
procedures provided for within these Articles and by
regulations made pursuant to Clause 22 of these Articles, for
the suspension or expulsion of College Students on disciplinary
grounds and for implementing decisions to expel students for
academic reasons.

16. Accounts

16.1 The Board of Governors shall cause accounting records to be kept in accordance
with the requirements of the Companies Act.

16.2 The accounting records shall be kept at the Office, or subject to the provisions of
the Companies Act, at such other place or places as the Board of Governors shall
think fit and shall always be open to the inspection of the members of the Board of
Governors.

16.3 The Board of Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members of the Company not being members of the Board of Governors, and no member (not being a member of the Board of Governors) shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Act or authorised by the Board of Governors or by the Company in general meeting.

16.4 At the annual general meeting in every year the Board of Governors shall in accordance with the provisions of the Companies Act lay before the Company a proper income and expenditure account for the period since the last preceding account (or in case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Company and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 (4) of the Companies Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and shall be read before the meeting as required by section 236 of the Companies Act.

16.5 The accounts of the Company shall, subject to the requirements of the Companies Act, comply with any directions given by the appropriate funding body as to the information to be contained therein, the manner in which it is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

17. Audit

17.1 In accordance with the provision of the Companies Act once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

17.2 Auditors shall be appointed and their duties regulated in accordance with the provision of the Companies Act, the members of the Board of Governors being treated as the directors mentioned in those provision.

18. Annual Report and Annual Return

18.1 The Board of Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners for England and Wales.

18.2 The Board of Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the

preparation of an annual return and its transmission to the Charity Commissioners for England and Wales.

19. Notices

19.1 A notice may be served by the Company upon any member, either personally by electronic communication or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address or electronic address as appearing in the register of members.

19.2 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company a postal address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Companies Act, only those members who are described in the register of members by a postal address within the United Kingdom shall be entitled to receive notices from the Company.

19.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

19.4 Any electronic communication shall be deemed to have been served on the day on which the electronic communication is sent, and in proving such service it shall be sufficient to prove that the electronic communication containing the notice was properly addressed.

20. The Company Seal

The seal of the Company shall only be used by the authority of the Board of Governors. The Board of 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 member of the Board of Governors and the Secretary or by a second member of the Board of Governors.

21. Restrictions

21.1 The Company's profits (if any) or other income are to be applied in promoting its objects as set out in the Memorandum of Association.

21.2 Payment of dividends is prohibited.

21.3 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to the National Council of Young Men's Christian Associations (Incorporated) registered company number 73749 and registered charity number 212810 or in default thereof to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among it or their members to an extent at least as great as the restrictions imposed on the Company under or by virtue of Clause 5 of the Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the

time of dissolution and if and insofar as effect cannot be given to such provisions then the same shall be paid to some other charitable institution or institutions.

22. Rules

22.1 The Board of Governors may from time to time make such rules or bye laws as they may deem necessary expedient or convenient for the proper conduct and management of the College.

22.2 Rules and byelaws made pursuant to the provisions of Clause 22.1 above shall be subject to the provisions of these Articles and shall not be inconsistent with the provisions of these Articles.