



COMPANY NO: 508616

THE COMPANIES ACT 1985

THE EDUCATION REFORM ACT 1988

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ROSE BRUFORD COLLEGE OF THEATRE AND PERFORMANCE

Incorporating

THE INSTRUMENT AND ARTICLES OF GOVERNMENT OF THE COLLEGE

*Approved by the Board of Governors on 31st March 2011 and approved by the
Privy Council under Section 129B of the Education Reform Act 1988 on
29 June 2011.*

1 PRELIMINARY

In these Articles, unless the context otherwise requires, the following expressions shall have the meanings ascribed to them.

Words	Interpretations
Academic Board	Means the Academic Board constituted under Article 6.1.1
The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
The Articles	The Articles of Association of the College from time to time
Clear Days	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
The College	Rose Bruford College of Theatre and Performance as mentioned
The Education Acts	The Education Acts 1944 to 2009 including any statutory modifications or re-enactments thereof for the time being in force
The Governors	The Board of Governors constituted as provided in the Articles.
HEFCE	The Higher Education Funding Council for England established under S.62 of the Further and Higher Education Act 1992
Holders of Senior Posts	The Principal, the Vice-Principal(s) and the Secretary and the holders of such other senior posts as the Board of Governors determine under Article 4.7.4 and "holder of a senior post" shall be construed accordingly
Independent Governor	Means a Governor appointed pursuant to Article 4.2.2.1
The Office	The registered office of the College
The Principal	The Principal of the College
The Seal	The common seal of the College
Secretary	Means the Company Secretary of the College or any other person appointed to perform the duties of the Company Secretary of the College, including a joint, Assistant or Deputy Secretary
The Secretary of State	The Secretary of State for Education
The staff	Both academic and support staff of the College
Staff Governor	A member of the staff appointed as a governor pursuant to Articles 4.2.2.2 and 4.2.2.3
Student Governor	Means a student of the College appointed as a Governor pursuant to Article 4.2.2.4
Students' Union	Any association of the generality of students formed to further the educational purposes of the College and the interests of students as students
Year	Year from the 1st August to the 31st July inclusive

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the College. Subject thereto the Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

2. NAME AND REGISTERED OFFICE

2.1 The name of the College shall be Rose Bruford College of Theatre and Performance, until and unless the Board of Governors, by resolution, changes the name of the College. The registered office of the College is situate in England.

3. THE OBJECTS AND POWERS FOR THE COLLEGE

3.1 The objects for which the College is established are:

To promote the advancement of knowledge and learning in all its aspects including without limitation the provision of industrial commercial scientific technological social cultural and professional educational training in particular the field of the Creative and Performing Arts.

3.2 In furtherance of the aforesaid objects but not otherwise the College shall have the following powers:

3.2.1 To provide courses of education both full and part time.

3.2.2 To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.

3.2.3 To provide for the recreational and social needs and the health and welfare of students of the College.

3.2.4 To provide teaching or examination rooms, offices, board, lodging and all other necessities and conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the College and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.

3.2.5 To establish, constitute and support or aid in the establishment, constitution and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the advancement or promotion of education.

3.2.6 To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government state, municipal or other body politic or corporate.

3.2.7 To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.

3.2.8 To raise funds in any lawful manner for the purpose of furthering any of the objects, purposes and activities of the College.

3.2.9 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to any funds or property of which the College shall be the manager or trustee.

3.2.10 To print, publish and circulate periodicals, books, circulars, statistics and other literature in furtherance of the objects of the College.

3.2.11 To license, deal in and develop any processes, inventions or discoveries in which the College or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof.

3.2.12 To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear necessary or convenient for any purpose of the College and to hold, develop, turn to account, sell, lease and dispose of the same in such manner as may be thought expedient.

3.2.13 To receive any property, rights and liabilities transferred or to be transferred to the College under Section 130 of the Education Reform Act 1988.

3.2.14 To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.

3.2.15 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the College in such manner as may be thought fit.

3.2.16 To amalgamate or affiliate with or subscribe to any incorporated or unincorporated association or institution having objects similar to the objects of the College and which shall prohibit the distribution of its income and property by way of dividend or otherwise among its Members to an extent at least as great as is imposed upon the College by the provisions of Clause 4 hereof.

3.2.17 To found scholarships and exhibitions and to make grants to students (including prospective or former students) and to give annual diplomas, certificates, other academic distinctions and prizes, to persons who are or have been students of the College and to authorise any Institute of higher education or any other body to do so on behalf of the College or to do so jointly with another institution. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department named or implied.

3.2.18 To make and publish bye-laws, rules and regulations for the government and conduct of the College and its students and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient and subject to any amendments required by the Privy Council.

3.2.19 To grant pensions or gratuities to any employees or ex-employees of the College and to establish or support associations, funds and trusts which may be considered calculated to benefit any such persons, provided that such persons shall not at the time of receiving such pensions or gratuities be Members of the College.

3.2.20 To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

3.2.21 To procure the registration or incorporation of the College in or under the laws of any place outside England.

3.2.22 To invest any monies of the College not for the time being required for its general purposes in such investments as may be thought proper, provided that monies subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law and to hold, sell or otherwise deal with such investments.

3.2.23 To enter into any transaction (including an agreement with respect thereto) which is an interest rate cap transaction.

3.2.24 To do all or any of the things and matters aforesaid in any part of the world and either as principals or agents.

3.2.25 To do all such other lawful things as are incidental or conducive to the attainment of the above objects. Provided that in case the College shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, Privy Council, the College shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Governors or Governing Body of the College shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts and neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Governors or Governing Body have been if no incorporation had been effected and the incorporation of the College shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governors or Governing Body, Secretary of State for Education and Employment or the Privy Council, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the College were not incorporated. In case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with the same in such manner as allowed by law having regard to such trusts. The income and property of the College whencesoever derived shall be applied solely towards the promotion of the objects of the College as set forth in these Articles, 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 the Members of the College PROVIDED that nothing herein shall prevent the payment in good faith:

(a) of reasonable and proper remuneration to any Member who is an Officer or employee of the College (not being a member of the Governing Body other than the Principal of the College and the

Staff Governors) for any services rendered to the College save that a Governor who is an Officer or employee of the College shall not be permitted to attend any meeting of the Governing Body at which the issue of his or her remuneration shall be discussed (except at the request of the Chairman of such meeting in so far as issues other than the matter of remuneration shall be discussed) nor, in any event, shall he or she be permitted to vote on such issue or

(b) of interest for money lent by any Member of the College at a reasonable rate not exceeding 2 per cent per annum above the base lending rate for the time being of such of the London Clearing Banks as the Board of Governors may by resolution from time to time determine) or

(c) reasonable and proper rent for premises demised or let by any Member of the College or

(d) out-of-pocket expenses incurred by any Governor of the College.

No amendment made to the Articles of Association for the time being in force shall take effect until it has been submitted to the Privy Council and the Privy Council has notified its approval. An amendment may also be made following a direction to that effect by the Privy Council. The liability of the members is limited. Every member of the College undertakes to contribute to the assets of the College, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the College contracted before he 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 among themselves, such amount as may be required, not exceeding £2.

4 CONDUCT OF THE COLLEGE

The powers of the College are as provided by and the College shall be conducted in accordance with the provisions of the Act, the Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council and subject thereto, in accordance with the provisions of these Articles and any rules or bye-laws made under these Articles.

5 THE GOVERNORS

5.1 The Members of the College shall consist of the Members of the Board of Governors.

5.2 Any Member who shall cease to be a Governor shall *ipso facto* cease to be a Member, and her or his name shall be removed from the Register accordingly. The membership and all rights of a Member shall be personal and not transferable.

5.3 A Member shall be deemed to be a director of the College within the terms of the Act.

6. MEMBERSHIP OF THE BOARD OF GOVERNORS

6.1 The Board of Governors shall comprise the following Governors: -

6.1.1 Not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and

6.1.2 The person who is for the time being the Principal of the College.

6.1.3 Of the appointed members of the Board of Governors:-

6.1.3.1 up to twenty shall be Independent Governors, appointed by the Independent Governors for the time being, being external to the institution, independent in character and judgement and having no relationships that could affect their judgements;

6.1.3.2 one may be a member of Academic Staff nominated by the Academic Staff of the College, and appointed by the Board of Governors;

6.1.3.3 one may be a member of Support Staff nominated by the Support Staff of the College, and appointed by the Board of Governors;

6.1.3.3 and up to two may be Students nominated by the students of the College, and appointed by the Board of Governors.

6.2 The Board of Governors shall determine the number of its membership and the number of its members to be appointed in each of the categories of membership set out in Article 4.2.2 above and in so

doing shall ensure that a majority of all the members of the Board of Governors when constituted are Independent Governors.

6.2.1 A determination made in accordance with Article 6.2.3 above:-

6.2.1.1 may be varied by subsequent determination of the Board of Governors in accordance with that Article.

6.2.1.2 shall not have effect so as to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.

6.3 Appointment of Governors

6.3.1 All Governors except Independent Governors who shall be appointed in accordance article

6.1.3.1 shall be appointed by the Members in General Meeting or by the Governors at a meeting of the Board of Governors.

6.3.2 The members at the General Meeting at which a Governor retires may fill up the vacated office by appointing a person thereto (in the case of a Staff Governor or Student Governor upon nomination by the appropriate body) and in default the retiring Governor shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office or a resolution for his or her re-election shall have been put to the meeting and not carried.

6.3.3 Where a vacancy has arisen amongst the category of Staff Governor or Student Governor during the currency of his or her term of office the appointment of a new Staff Governor or Student Governor may be made by the Board of Governors.

6.3.4 Any appointment of an Independent Governor must be made by a majority of all the Independent Governors attending the meeting at which the appointment is made.

6.3.5 Any appointment of a Governor other than an Independent Governor must be made by a majority of all the Members attending the meeting at which the appointment is made.

6.4 Persons Ineligible to Be Governors

Notwithstanding the provisions of these Articles:-

6.4.1 No person who is an undischarged bankrupt or is a person disqualified from holding office as a Director under the Act or who would be disqualified under Articles 4.5.1 and 4.5.2 shall be qualified for appointment as a Governor.

6.4.2 No person under the age of eighteen may be appointed a Governor.

6.4.3 No person who is:

6.4.3.1 employed as a member of the staff of the College or

6.4.3.2 a full time student at the College may be appointed an Independent Governor

6.5 Removal of Governors

6.5.1 Any Governor who:-

6.5.1.1 ceases to be a Governor by virtue of any provision of the Act or he or she becomes prohibited by law from being a Governor; or

6.5.1.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

6.5.1.3 becomes of unsound mind; or

6.5.1.4 resigns his or her office by notice to the Clerk; or

6.5.1.5 being a Staff Governor or Student Governor ceases to be a member of the staff or a Student of the College as the case may be shall thereupon cease to be a Governor.

6.5.2 If at any time the Board of Governors is satisfied that any Governor:-

6.5.2.1 has been absent from meetings of the Board of Governors for a period longer than six months without permission of the Board of Governors;

6.5.2.2 is in the opinion of the Board of Governors unable or unfit to discharge the functions of a Governor the Board of Governors may by notice in writing to that Governor remove him or her from office and thereupon that office shall become vacant.

6.6 Terms of Office of Governors

6.6.1 Student Governors shall retire from Office on 31st July in the second year following their appointment. Staff Governors shall retire from Office on 31st July in the third year following their appointment. Independent Governors shall retire from Office on 31st July in the fourth year following their appointment.

6.6.2 Members retiring from office according to Article 4.6.1 shall be eligible for re-appointment, having due regard to best practice regarding re-appointment and length of office. Other than in exceptional circumstances, no governor should serve more than two consecutive terms.

6.6.3 In addition and without prejudice to the provisions of the Act or the Education Acts, the Board of Governors may by Extraordinary Resolution remove any Governor before the expiration of his or her period of office.

6.7 Responsibility of the Board of Governors

The Board of Governors shall be responsible for:-

6.7.1 the determination of the educational character and mission of the College and for oversight of its activities;

6.7.2 the effective and efficient use of resources, the solvency of the College and for safeguarding its assets;

6.7.3 approving annual estimates of income and expenditure;

6.7.4 by making regulations or Byelaws regulate the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of and the assignment of duties to the holders of senior posts and such other staff as the Board of Governors may from time to time determine to be holders of senior posts.

6.7.5 The Board of Governors shall also have responsibility as employers for setting frameworks for the appointment, assignment, grading, appraisal, suspension and dismissal of and for the pay and conditions of service of other staff.

6.8 Powers and Duties of the Board of Governors

Subject to the powers of the Members in General Meeting and the provisions of these Articles, the College and the property and affairs thereof shall be under the control and management of the Board of Governors, which shall have all the powers of the College save such powers as under the Act are required to be exercised by the College in General Meeting.

7 THE PRINCIPAL

7.1 Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the College and shall be responsible for:-

7.1.1 making proposals to the Board of Governors about the educational character and mission of the College; and implementing the decisions of the Board of Governors;

7.1.2 the organisation, direction and management of the College and leadership of the staff;

7.1.3 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 staff other than the holders of senior posts;

7.1.4 the determination after consultation with the Academic Board, of the College's academic programmes and for the determination of its other activities;

7.1.5 preparing annual estimates of income and expenditure for consideration by the Board of Governors and for the management of budget and resources, within the estimates approved by the Board of Governors;

7.1.6 the maintenance of student discipline and, within any rules and byelaws made by the Board of Governors under Article 13.2, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

7.2 If the Principal shall not be capable of acting, by reason of illness or otherwise, the duties of the Principal shall be fulfilled by a Vice-Principal or by such other member of the Academic Board as the Board of Governors shall nominate.

8 ACADEMIC BOARD

8.1 Membership of the Academic Board

8.1.1. There shall be an Academic Board, comprising the Principal (who shall be Chairman) and such other members of staff and students as may from time to time be approved by the Board of Governors, having regard to the advice of the Principal.

8.2 The Responsibilities of the Academic Board

8.2.1 Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, to the responsibilities of the Principal and (where appropriate) to the requirements of external validating bodies, the Academic Board shall be responsible for:-

8.2.1.1 the criteria for the admission of students;

8.2.1.2 the appointment and removal of internal and external examiners;

8.2.1.3 the policies and procedures for assessment and examination of the academic performance of students;

8.2.1.4 the content of the curricula;

8.2.1.5 the quality of the courses including matters relating to validation and accreditation by external bodies;

8.2.1.6 the procedures for the award and annulment of qualifications and honorary academic titles;

8.2.1.7 the procedures for the expulsion of students for academic reasons;

8.2.1.8 for general issues relating to the research, scholarship, teaching and courses at the College.

8.2.2 The Academic Board is responsible to the Board of Governors for:-

8.2.1.1 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 thereon.

8.2.1.2 the fostering and maintenance of the closest possible connections with industry commerce the professions the arts and other external links including those with educational establishments in the United Kingdom and overseas.

8.2.1.3 recommending on the institution of fellowships scholarships studentships prizes and other aids to study and research.

8.2.1.4 for advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board.

9 DELEGATION OF FUNCTIONS BY THE BOARD OF GOVERNORS

9.1 Subject to the following provisions, the Board of Governors may establish committees of the Board of Governors (including where appropriate committees with a membership which includes persons who are not Governors) for any purpose or function other than those assigned elsewhere in these Articles to the Principal or to the Academic Board and may delegate powers to such a committee, to the Chairman of the Board of Governors or to the Principal. The number of members of any such committee and the terms on which they hold and vacate office shall be fixed by the Board of Governors.

9.2 Notwithstanding the generality of Article 9.1:-

The Board of Governors shall establish an Audit Committee which shall be composed of such members and have such functions as the Board of Governors, taking account of advice received from the HEFCE where applicable, shall from time to time direct.

9.3 The Board of Governors shall not, however, delegate the following:-

9.3.1 the determination of the educational character and mission of the College;

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

9.3.3 ensuring the solvency of the College and the safeguarding of its assets

9.3.4 the appointment or dismissal of the Principal, a Vice-Principal, or other holder of a senior post

9.3.5 the varying or revoking of these Articles.

9.4 The Governors shall appoint suitable person to be Clerk to the Board of Governors and subject to the provisions of the Act secretary to the Company.

10 GENERAL MEETINGS

10.1 General Meetings and Extraordinary General Meetings

10.1.1 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10.1.2 The Governors may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Governors to call a General Meeting, any Governor or any Member of the College may call a General Meeting.

10.2 Notice of General Meetings

10.2.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:-

10.2.1.1 In the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

10.2.1.2 In the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members. 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. The notice shall be given to all the Members and Auditors.

10.2.2 The accidental omission to give notice to or the non-receipt of any notice by any person entitled to receive the same shall not invalidate the proceedings at any General Meeting.

10.3 Proceedings At General Meetings

10.3.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the Governors and Auditors, the election of Governors and the appointment and the fixing of the remuneration of the Auditors.

10.3.2 The quorum for all meetings of the Company shall be six members of whom four shall be Independent Governors. If a meeting is quorate, but the Independent Governors are in a minority, a majority of the Independent Governors present shall have the right to demand at that meeting that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

10.3.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 Governors may determine.

10.3.4 The Chairman (or if not present the Vice-Chairman) of the Board of Governors shall preside as Chairman at every General Meeting. If the Chairman (or Vice-Chairman) be not present within fifteen minutes after the time appointed for the meeting the Members present shall choose some Independent Member present to be the Chairman until such time as the Chairman or Vice-Chairman be present.

10.3.5 The Chairman 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

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

10.3.6.1 by the Chairman; or

10.3.6.2 by at least two Members having the right to vote at the meeting.

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

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

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

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

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

and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

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

10.3.13 A resolution in writing signed by each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he or she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by one or more Members or a resolution to which every Member so entitled has signified his or her acquiescence in writing or electronically transmitted communication shall be as valid and effective as if the same had been passed at a General Meeting of the College duly convened and held.

10.4 Votes of Members At General Meetings

10.4.1 Every Member entitled to attend and vote at a General Meeting shall have one vote. Votes shall be given personally and not by proxy.

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

10.4.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote in addition to any other vote he may have.

10.5 Proceedings of Governors

10.5.1 The Governors shall elect from among their number of Independent Governors a Chairman and a Vice-Chairman of the Board of Governors who shall hold office for a period determined by the Governors which shall not exceed four years. He or she may be eligible for re-election after the expiry of his or her term of office. The Chairman (or in his or her absence the Vice-Chairman) shall act as the Chairman of meetings of the Board of Governors and reference in these Articles to Chairman in the capacity of Chairman of a meeting shall include the Vice-Chairman where appropriate.

10.5.2 The Governors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Chairman may, and the Clerk on the requisition of at least three Governors shall, at any time summon a meeting of the Governors.

10.5.3 The quorum for meetings of the Board of Governors shall be six Governors of whom at least four shall be Independent Governors provided that in any event the Independent Governors shall constitute a majority of the members present. If a meeting would be quorate, save that the Independent Governors are in a minority, the Governors may nevertheless (at the discretion of the Chairman of the meeting) continue to conduct the business of the meeting provided that a majority of the Independent Governors present shall have the right to demand that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

10.5.4 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

10.5.5 The Governors for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is or is reduced below the number fixed by or pursuant to these presents as the necessary quorum of Governors, the Governors for the time being may act for the purpose of summoning a General Meeting of the College for the purpose of increasing their number to that number, but for no other purpose.

10.5.6 The conduct of meetings of the Board of Governors shall, save as provided in these Articles, be under the control of the Governors.

10.6 The Authority of the Board of Governors and its Committees

10.6.1 All acts done by any meeting of the Governors or of a Committee of Governors, or by any person acting as a Governor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Governors or persons acting as aforesaid, or that they or any of them were disqualified, be valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Governor.

10.6.2 A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Governors duly convened and held.

10.6.3 A meeting of the Governors for the time being at which a quorum is present shall be competent to exercise all powers and discretions exercisable by the Governors.

10.6.4 A meeting of the Board of Governors should be called by at least fourteen days notice such notice specifying the time and the place of the meeting and the general nature of the business to be transacted. The accidental omission to give notice to or the non-receipt of any notice by any person entitled to receive such notice shall not invalidate the proceedings at the Governors meeting. The requirement for fourteen days' notice of a Governors' meeting may be waived by all those present at a Governors meeting who may require such shorter period as they deem appropriate.

10.7 Publication of Proceedings

Except where the Agenda and Minutes of a Governors meeting relates to named members of staff or students or prospective members of staff or students or to matters which the Board of Governors or any Committee thereof are satisfied should be dealt with on a confidential basis the Governors should, on request and on receipt of reasonable notice, make available to staff and students of the College such Agenda, Minutes and Reports considered at meetings as shall be reasonable.

11 THE SEAL

11.1 The seal of the College shall not be affixed to any instrument except by the authority of a resolution of the Governors and in the presence of any two Governors and/or a Governor and the Secretary and that Governor and the Secretary shall sign every instrument to which the seal of the College is so affixed in their presence.

11.2 The seal of the College shall be held under secure arrangements by the Secretary.

12 ACADEMIC FREEDOM

12.1 The Board of Governors shall have regard to the need to ensure that academic staff of the College have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the College.

13 STUDENTS

13.1 The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.

13.2 The Board of Governors, after consultation with the Principal, the Academic Board and representatives of the Students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion and the consideration of student grievances.

14 FEES

14.1 The Board of Governors shall determine the tuition and other fees payable to the College (subject to any terms and conditions attached to grants loans or other payments paid or made by the appropriate Funding Council).

15 ACCOUNTS

15.1 The Governors shall cause accounting records to be kept in accordance with the Act and the Education Acts and shall provide the appropriate Funding Council with true accounts at such times and in such form as they may direct.

15.2 The accounting records shall be kept at the registered office of the College or (subject to the Act) at such other place or places as the Governors think fit, and shall always be open to the inspection of the Governors.

15.3 The Governors shall from time to time in accordance with the Act cause to be prepared and to be laid before the College in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

15.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the College in General Meeting, together with a copy of the Auditors' report, shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the College.

15.5 Annual estimates of income and expenditure shall be prepared by the Principal for the consideration and approval of the Board of Governors.

15.6 External Auditors shall be appointed and their duties regulated in accordance with the Act and the Education Acts and other audit work conducted in accordance with any requirements of the appropriate Funding Council.

16 RULES AND BYE-LAWS

16.1 The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the College as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

17 COPIES OF ARTICLES, RULES AND BYE-LAWS

17.1 A copy of these Articles, and any rules or bye-laws shall be given to every Governor, and shall be available upon request to every member of staff and every student.

18 AMENDMENT OF ARTICLES

18.1 No amendment addition or alteration shall be made to or in the provisions of these Articles unless the same shall have been approved by the Board of Governors and if required by regulation, approved by the Privy Council.

19 WINDING UP

19.1 If upon the winding up or dissolution of the College 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 College but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

If upon the winding up or dissolution of the College 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 College but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as

great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

These Articles were adopted by the Board of Governors at its meeting on 31st March 2011

Rodney Gent
Chairman.

Dated 31st March 2011

Michael Earley
Principal & Chief Executive Officer

Dated 31st March 2011

Patrick Taylor
Company Secretary

Dated 31st March 2011