

Company No. 00066196

<p>Coordinated and updated</p> <p>ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>RUSKIN COLLEGE</p>
<p>Incorporated 11 June 1900</p>
<p>Amended by special resolution 5 December 2008, 26 June 2009 and 3 December 2010</p>

THE COMPANIES ACT 1985 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of-

RUSKIN COLLEGE

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1. In these Articles

“The College”	means	The above-named Company
“The Companies Act 1985”	means	The Companies Act 1985 (as amended from time to time)
“The Companies Act 2006”	means	The Companies Act 2006 (as amended from time to time)
“The Charities Act 2006	means	The Charities Act 2006 (as amended from time to time)
“The Council”	means	The Council of the College
“electronic address”	means	any address or number used for the purposes of sending or receiving documents or information by electronic means
“electronic form” and “electronic means”		have the meaning given in section 1168 of the Companies Act 2006
“The Office”	means	The registered office of the College
“The Seal”	means	The common seal of the College
“The Governing Executive”	means	The Governing Body of the College being the board of directors and charitable trustees of the College
“Month”	means	a calendar month
“The College Staff”	means	Any person between the College and whom an employer/employee relationship exists
“Ordinary Member”	means	A member of the Council who is elected or nominated for membership under the provisions of

		Article 5(A) or 5(B)
“Ordinary Resolution”		has the meaning given in section 282 of the Companies Act 2006
“Special Resolution”		has the meaning given in section 283 of the Companies Act 2006
“Staff Member”	means	A member of the Council who is elected or nominated for membership under the provisions of Article 5(C)
“The Statutes”	means	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the College
“Student Member”	means	A member of the Council who is elected or nominated for membership under the provisions of Article 5(E)
“in writing”	means	hard copy form or to the extent agreed (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

And words importing the singular number shall include the plural number, and vice versa.

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Statutes or any statutory modification thereof in force at the date on which these Articles become binding on the College shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

ADOPTED by Special Resolution passed on 3 November 1967 and subsequently amended by Special Resolutions passed on 14 November 1969, 9 November 1979, 15 November 1996, 28 November 2003, 2 December 2005 and 6 July 2007 and [INSERT DATE]

ARTICLES OF GOVERNMENT

2. The number of members with which the College was registered was 500, but the Governing Executive may from time to time register an increase of members. The members of the College for the time being shall constitute and be known as the Council of the College, and any person ceasing to be a member of the Council shall also cease to be a member of the College.
3. The provisions of sections 113 and 114 of the Companies Act 2006 shall be observed by the College, and every member of the College shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The College is established for the purposes expressed in the Memorandum of Association.
5. The Council of the College shall consist of:-
 - (A) Representatives to be nominated from their own members by each of the following bodies as follows:-

<u>Body</u>	<u>Number of Representatives</u>
The General Council of the Trades Union Congress	3
The Executive Committee of the General Federation of Trade Unions	2
The Workers Education Association	2
The Ruskin Fellowship of ex-students	3

- (B) One or more (but not more than five) representatives to be nominated or elected from their own members by each trade union or working class organisation jointly subscribing either by maintenance or scholarships or allowances to students at the College or by donations on a scale to be determined from time to time by the Governing Executive.
- (C) Eight representatives to be elected from their own members by the College Staff, at least three of whom shall be members of the full-time academic staff and at least one of whom shall be a member of the domestic, clerical and academic-related staff respectively.
- (D) The Principal of the College.
- (E) Four representatives to be elected from their own members by those persons currently registered as full-time students of the College.

- (F) One or more representatives (but not exceeding five) to be nominated or elected from their own members by each of those organisations, local, national or international, whose work influences that of the College and which are nominated by the Governing Executive from time to time.
- (G) The Council may co-opt as consultative members three persons of educational experience who shall hold office until the Annual General Meeting held in the third calendar year following their co-option and who shall be eligible for re-election and not more than six other persons who shall hold office until the Annual General Meeting next following the meeting at which they have been co-opted and who shall be eligible for re-election.
6. The Council shall co-opt as advisers a Vice-Principal and/or a Dean of the College.
7. The co-opted members and advisers shall be empowered to attend meetings of the Council. They may take part in the discussion of any matter brought before a meeting but shall have no power to vote.
8. If any member of the Council, other than a co-opted member, shall cease to be a member of the body who nominated or elected him or if such body shall revoke his nomination or election she/he shall cease to be a member of the Council.
9. Any casual vacancy occurring among the nominated or elected members of the Council may be filled up by the body which appointed the vacating member, but the person so appointed shall retain her/his office so long only as the vacating member would have retained the same if no vacancy had occurred.
10. Any member may at any time resign her/his membership by notice in writing to the Secretary of the College, and upon receipt of such notice, such person shall cease to be a member.
11. Any member resigning or otherwise ceasing to be a member shall be at all times eligible for re-election if duly qualified under these Articles.

General Meetings

12. The College 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 Governing Executive, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
13. All General Meetings, other than Annual General Meetings, shall be called General Meetings.

14. The Governing Executive may, whenever they think fit, and they shall, upon requisition made in writing and signed by not less than one-fourth of the members of the College, convene a General Meeting. In default a General Meeting may be convened by such requisitionists as provided by Section 303 of the Companies Act 2006 and this Article shall have effect without prejudice to the provisions of that section.
15. At least twenty-one days notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) shall be given, specifying the place, day and time of the meeting, and in the case of special business the general nature of that business, in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Statutes entitled to receive such notices from the college; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.
16. 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.
17. Every notice convening an Annual General Meeting or a General Meeting shall be given in accordance with section 308 of the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.
18. The College may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

Proceedings at General Meetings

19. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Governing Executive and of the Auditors, the election of members of the Governing Executive in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
20. No business shall be transacted at any General meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise herein provided a quorum shall comprise ten members personally present and shall include a simple majority of Ordinary Members present.

21. 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 the members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Governing Executive may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum provided that of those persons present a simple majority shall be Ordinary Members.
22. The Chair of the Governing Executive, or in his absence the Vice-Chair, shall preside as Chair at every General Meeting, but if there be no such Chair, or Vice-Chair, or if at any meeting each of them fail to be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Governing Executive or if no such member be present, or if all such members of the Governing Executive present decline to take the chair, they shall choose some member of the Council who shall be present to preside.
23. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to a different time and place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. 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. 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.

Polls

24.
 - (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair **or** by at least three members present in person **or** by a member or members present in person representing on-tenth of the total voting rights of all members having the right to vote at the meeting.
 - (b) Unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority and an entry to that effect in the minute book of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
 - (c) The demand for a poll may be withdrawn.
 - (d) Every member save as specified in Article 7, shall have one vote.
 - (e) In cases where a member other than a co-opted member is absent, her/his vote may be exercised by another representative of the body which appointed her/him to the

Council when specially delegated for that purpose, but save as aforesaid votes shall only be given by members in person.

25. Subject to the provisions of Article 24, if a poll is demanded, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution
26. No poll shall be demanded on the election of a Chair for a meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote.
28. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

INSTRUMENT OF GOVERNMENT

29.
 - (A) The College shall be governed and its affairs administered by a Governing Executive which shall consist of a number of persons not exceeding twenty-two, elected by the Council from its own members at its Annual General Meeting, two of whom shall be Student Members and five shall be Staff Members. Of the Staff Members two shall be full time academic or academic related staff, one a member of the clerical staff, one a member of domestic staff and one the Principal. The Learning and Skills Council may appoint up to two members of the Governing Executive in addition to those twenty-two members.
 - (B) In order to secure a due rotation of members of the Governing Executive four Ordinary Members and all the Staff Members and Student Member shall retire at each Annual General Meeting and shall be eligible for re-election. The Ordinary Members to retire shall be those who have been longest in the office since their last election. As between Ordinary Members of equal seniority the members to retire shall in the absence of agreement be determined by lot.
 - (C) If any member of the Governing Executive shall cease to be a member of the Council she/he shall at the same time cease *ipso facto* to be a member of the Governing Executive.
 - (D) The Governing Executive shall co-opt as consultative members those persons of educational experience co-opted as consultative members of the Council and as Advisers of the Vice Principal and/or a Dean of the College.

(E) The consultative members and advisers shall be empowered to attend the meetings of the Governing Executive. They may take part in the discussion of any matter brought before the meeting but shall have no power to vote.

30. Any member of the Governing Executive may at any time, by notice in writing to the Secretary of the College, resign her/his office, but any member so resigning, or for any other reason vacating her/his office, shall at all times be eligible for re-election if duly qualified under these Articles.

Any casual vacancy occurring among the members of the Governing Executive other than the consultative members, Staff Members or Student Members may be filled by the Governing Executive by election from the members of the Council. In the event the casual vacancy occurring amongst Staff Members or Student Members of the Governing Executive, the casual vacancy may be filled by the Governing Executive following election of new representatives by the staff and/or other students. Any person so elected shall retain her/his office until the next General meeting when the Council shall elect a member to fill the vacancy but any person so elected shall retain her/his office so long only as the vacating member would have retained the same if no vacancy had occurred.

Powers of the Governing Executive

31. The business of the College shall be managed by the Governing Executive who may exercise all such powers of the College, and do on behalf of the College all such acts as may be exercised and done by the College, and as are not by Statute or by these Articles required to be exercised or done by the Council in General Meeting, subject nevertheless to these Articles and any regulations of the College, to the provisions of the Statutes for the time being in force and affecting the College, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Council in General Meeting, but no regulation made by the Council in General Meeting shall invalidate any prior act of the Governing Executive which would have been valid if such regulation had not been made.

Provided that:-

- (a) Student Members shall be excluded from that part of any meeting of the Governing Executive which is concerned with:
 - (i) The appointment, remuneration, conditions and termination of service and personal records of staff and employees of the College other than the appointment of a Principal or Vice-Principal.
 - (ii) Personal and academic matters affecting individual students other than disciplinary appeals.

(b) Staff Members shall be excluded as serving as members in that part of any meeting of the Governing Executive or sub-committee of the governing Executive which is concerned with the consideration of conditions of service, or remuneration or records in which they are directly involved.

32. The members for the time being of the Governing Executive may act notwithstanding any vacancy in their body; provided always that if the members of the Governing Executive shall at any time be or be reduced in number to less than six, it shall be lawful for them to act as the Governing Executive for the purpose of admitting persons to the membership of the College, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Secretary

33. The Secretary shall be appointed by the Governing Executive for such time, at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. The provisions of Section 280 of the Companies Act 2006 shall apply and be observed. The Governing Executive may from time to time by resolution appoint a deputy Secretary and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.

The Seal

34. The Seal of the College shall not be affixed to any instrument except by the authority of a resolution of the Governing Executive, and every instrument to which the Seal is affixed shall be signed by the Principal of the College or any member of the Governing Executive and counter-signed by the Secretary of the College or any other member of the Governing Executive, and in favour of any purchaser or person bona fide dealing with the College such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of Members of the Governing Executive

35. The office of a member of the Governing Executive shall be vacated if:

(a) a receiving order is made against her/him or she/he makes any arrangement with her/his creditors.

(b) she/he becomes of unsound mind.

(c) she/he ceases to be a member of the College.

(d) by notice in writing to the College she/he resigns her/his office.

(e) she/he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.

- (f) she/he is removed from office by a resolution duly passed pursuant to Section 168 of the Companies Act 2006.
- (g) she/he is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of this provision).

Proceedings of the Governing Executive

36. The Governing Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. A quorum shall comprise eight members. It shall include a simple majority of Ordinary Members including any Learning and Skills Council members present.

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a casting vote.

37. A member of the Governing Executive may, and on request of a member of the Governing Executive the Secretary shall, at any time, summon a meeting of the Governing Executive by notice served upon each member of the Governing Executive. A member of the Governing Executive who is absent from the United Kingdom shall not be entitled to notice of a meeting.
38. The Governing Executive shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Governing Executive at which she/he is present and may determine for what period she/he is to hold office. The Governing Executive shall also appoint a Vice-Chair who will preside at meetings in the absence of the Chair.
39. A meeting of the Governing Executive at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the College for the time being vested in the Governing Executive generally.
40. The Governing Executive may delegate any of their powers to Committees consisting of such members of the Governing Executive as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Governing Executive. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governing Executive where applicable and so far as they do not conflict with the Articles, by any regulations made by the Governing Executive.
41. All acts bona fide done by any meeting of the Governing Executive or of any Committee of the Governing Executive, or by any person acting as a member of the Governing Executive, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or

that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly contained in office and was qualified to be a member of the Governing Executive.

42. The Governing Executive shall cause proper minutes to be made of all appointments of officers made by the Governing Executive and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
43. A resolution in writing signed by all members for the time being of the Governing Executive who are entitled to receive notice of a meeting of the Governing Executive shall be as valid and effectual as it if had been passed at a meeting of the Governing Executive duly convened and constituted. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Interests of members of the Governing Executive

44. A member of the Governing Executive shall declare any pecuniary interest in any matter under discussion and shall take no part in the consideration of any such matter in which he or she shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of members of the Governing Executive against liabilities are being discussed.
45. For the purpose of this and the preceding Article a member of the Governing Executive shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his or her interest therein arises solely by virtue of that Governor being member of the College or a member of a company in which he or she holds not more than one per cent of the capital.
46. There shall be a Register of Interests maintained by the Clerk. The Governing Executive shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any member of the Governing Executive, any Staff Member, any Student Member or any member of the public.

Accounts

47. The Governing Executive shall cause proper books of account to be kept with respect to:-
 - (h) All sums of money received and expended by the College and the matters in respect of which such receipts and expenditure take place;
 - (i) All sales and purchases of goods by the College; and
 - (j) The assets and liabilities of the College.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the College and to explain its transactions.

48. The 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 annual report and its transmission to the Charity Commission.
49. At the Annual General Meeting in every year the Governing Executive shall lay before the Council a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such set of accounts shall be accompanied by proper reports of the Governing Executive and the Auditors, and copies of any other documents required by law to be attached thereto.

All the aforementioned documents shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 424(4) of the Companies Act 2006, 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.

Audit

50. Subject only to the terms of the Charities Act 2006 once at least in every year the accounts of the College 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.
51. Auditors shall be appointed for each financial year in accordance with Section 485 of the Companies Act 2006 and their duties regulated in accordance with Sections 498 and 503 of the Companies Act 2006, the members of the Governing Executive being treated as the Directors mentioned in those sections.
52. Auditors cease to hold office at the end of the next period for appointing auditors unless and until they are re-appointed by the members in accordance with Section 485(4) of the Companies Act 2006.

Notices

53. Any notice to be given to or any person pursuant to these Articles shall be in writing and sent to an address for the time being notified for that purpose to the person giving the notice.
54. A notice may be served by the College upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member as her/his registered address as appearing in the register of members.

55. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the College an address within the United Kingdom at which notices may be served upon her/him, shall be entitled to have notices served upon her/him at such address, but, save a aforesaid and as provided by the Statutes, only those members who are described in the register of members by an address in the United Kingdom shall be entitled to receive notices from the College.
56. 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.
57. Any notice, if served in electronic form, shall be deemed to be have been served at the expiration of 24 hours after the time it was sent. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
58. The Governing Executive shall notify the Charity Commission of any changes to the College's entry on the Register of Charities.

Indemnity

59. The College may indemnify any member of the Governing Executive, Auditor, Reporting Accountant, or other officer of the College against any liability incurred by him/her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

Documents sent in electronic form

60. Where the Statutes permit the College to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the College complies with the requirements of the Statutes.
61. Subject to any requirement of the Statutes only such documents and notices as are specified by the College may be sent to the College in electronic form to the address specified by the College for that purpose and such documents or notices sent to the College are sufficiently authenticated if the identity of the sender is confirmed in the way the College has specified.

DISSOLUTION

62. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the College shall have effect as if the provisions thereof were repeated in these Articles.