

Company No. 00066196

<p>Coordinated and updated</p> <p>MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p>RUSKIN COLLEGE</p>
<p>Incorporated 11 June 1900</p>
<p>Amended by special resolution 5 December 2008 and 26 June 2009</p> <p>Amendments came into effect on 10 August 2009 following the grant of approval of the Secretary of State for Business, Innovation and Skills</p>

THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION¹

-of-

RUSKIN COLLEGE

1. The name of the Company is “RUSKIN COLLEGE” (“The College”)².
2. The Registered Office of the College is to be situated in England.³
3. The objects for which the College is established (“the Objects”)⁴ are:-

To advance education by establishing or maintaining at or near Oxford a house or residence or houses or residences in which adult students, whether men or women, may reside and study and to provide for the instruction of adult students in such fields of study as may be approved by the Council provided that the Objects shall be of charitable nature only.

4. In furtherance of the Objects but not further or otherwise the College may exercise the following powers:
 - (A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the College may think necessary or convenient for the promotion of the Objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the College.
 - (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the College as may be thought expedient with a view to the promotion of the Objects.
 - (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the College and may be conducive to the Objects.

¹ Memorandum and articles of association incorporated 11 June 1900, amended by special resolutions passed on: 28 October 1960, 3 November 1967, 14 November 1969, 9 November 1979, 28 November 2003, 2 December 2005, 6 July 2007, 5 December 2008 and 26 June 2009.

² The original name of the company was RUSKIN COLLEGE, INCORPORATED, but was changed by Special Resolution to RUSKIN COLLEGE on 3 November 1967.

³ “The Registered Office of the College will be situated in England” was changed to “The Registered Office of the College is to be situated in England” by special resolution of 5 December 2008.

⁴ “Objects” became a defined term and references to “the objects”, “its objects”, “the objects of the College” and “aforementioned objects” were changed to “the Objects” throughout the Memorandum of Association by special resolution of 5 December 2008.

- (D) To borrow or raise money for the purposes of the College on such terms and on such security as may be thought fit.
- (E) To invest the moneys of the College which are not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions and such consents as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (F) To establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the College or calculated to further the Objects.
- (G) To provide for and assist in the establishment and maintenance of other charitable halls and colleges having similar objects and regulations.
- (H) To encourage and advance the instruction and study in Oxford and elsewhere by the grant of prizes, scholarships or other awards or distinctions and by other such means as may from time to time be determined.
- (I) To lend and advance money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company subject to such conditions or consents as may from time to time be required or imposed by law.⁵
- (J) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments.
- (K) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (L) 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.
- (M) To purchase and maintain, for the benefit of any member of the Governing Executive or officer of the College, indemnity insurance to cover their liability:
 - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the College; and/or
 - (ii) to make contributions to the assets of the College in accordance with the provisions of section 214 of the Insolvency Act 1986;

⁵ Sub-clauses 4(I) to 4(S) were added to the Memorandum by special resolution of 5 December 2008.

save that any such insurance in the case of **clause 4(M)(i)** shall not extend to any liability of a member of the Governing Executive:

- (a) resulting from conduct which the member of the Governing Executive knew, or must be assumed to have known, was not in the best interests of the College, or where the member of the Governing Executive did not care whether such conduct was in the best interests of the College or not;
- (b) to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the member of the Governing Executive;
- (c) to pay a fine;
- (d) to make such a contribution where the basis of the liability of the member of the Governing Executive is his knowledge prior to the insolvent liquidation of that College (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the College would avoid going into insolvent liquidation.

(N) Subject to the provisions of, and so far as may be permitted by, the Companies Act 2006, to fund the expenditure of every member of the Governing Executive or other officer of the College incurred or to be incurred:

- (i) in defending any criminal or civil proceedings; or
- (ii) in connection with any application under sections 661(3), 661(4) or 1157 of the Companies Act 2006⁶.

(O) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body formed for any of the charitable purposes included in the Objects.

(P) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.

(Q) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this College is authorised to amalgamate.

(R) To pay all or any expenses incurred in connection with the promotion, formation, incorporation and registration of the College.

⁶ Reference to the sections 144(3), 144(4) and 727 of the Companies Act 1985 were updated to sections 661(3), 661(4) or 1157 of the Companies Act 2006 by special resolution on 26 June 2009.

- (S) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may to the Governing Executive seem conducive to the attainment of the Objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Governing Executive may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (T) To do all such other things as are incidental or conducive to the attainment of the Objects.⁷

Provided that:

- (i) In case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.
- (ii) In case the College shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Business, Innovation and Skills⁸, 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 Governing Executive of the College shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the administration of such property in the same manner and to the same extent as they would 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, the Charity Commissioners or the Secretary of State for Business, Innovation and Skills over such Governing Executive; 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.
5. The income and property of the College, however derived, shall be applied solely towards the promotion of the Objects as set forth in the Memorandum of Association, and no amount thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the members of the College. Provided that, subject to the provisions hereinafter contained in clause 6, nothing shall prevent the payment in good faith of remuneration to any officer or servant of the College or to any member of the College, or other person, in return for any services actually rendered or to be rendered to the College, or of any exhibition, scholarship, fellowship, or other reward or prize established or paid out of the funds of the College to any member of the College or other person bona fide holding the same.

⁷ Sub-clause 4(J) was renumbered following the addition of sub-clause 4(I) to 4(S) by special resolution of 5 December 2008.

⁸ References to "the Secretary of State for Education and Skills" were updated to "the Secretary of State for Innovation, Universities and Skills" by special resolution of 5 December 2008. References to "the Secretary of State for Innovation, Universities and Skills" were further updated to "the Secretary of State for Business, Innovation and Skills" by special resolution on 26 June 2009.

6. No member of the Governing Executive of the College save not more than five Staff Members including the Principal shall be appointed to any salaried office or any office paid by fees, and, save, as aforesaid, no remuneration shall be given to any member of such Governing Executive or governing body except repayment of out-of-pocket expenses and interest on money lent.
7. The liability of the members is limited
8. Every member of the College undertakes to contribute to the assets of the College in the event that the College is wound up during the time that she/he is a member, or within one year afterwards, for payment of the debts and liabilities of the College contracted before the time at which she/he ceases to be a member, and of the costs, charges and expenses of winding up the same, such amount as may be required, not exceeding £1.
9. 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 institution or institutions having charitable objects similar to the Objects, 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 5 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and if in so far as effect cannot be given to such provision, then to some other charitable object.