

**NORTH HERTFORDSHIRE COLLEGE**  
**FURTHER EDUCATION CORPORATION**

INSTRUMENT AND ARTICLES OF GOVERNMENT

Revisions Adopted by the Corporation on 07 September 2015

**INSTRUMENT OF GOVERNMENT**

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## 1. INTERPRETATION

(1) In this Instrument of Government the following expressions have the following meanings unless inconsistent with the context:

<b>“Corporation”</b>	North Hertfordshire College Further Education Corporation;
<b>“Clerk”</b>	Clerk to the Corporation;
<b>“Instrument”</b>	this Instrument of Government;
<b>“meeting”</b>	includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
<b>“necessary skills”</b>	skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
<b>“previous Instrument of Government”</b>	the Instrument of Government relating to the Corporation which had effect immediately before 07 September 2015;
<b>“Principal/CEO”</b>	any reference to “the Principal/CEO” shall include the person or persons appointed to the roles of Principal and/or Chief Executive Officer and shall include the person acting as Principal/CEO;
<b>“Secretary of State”</b>	the Secretary of State for Business, Innovation and Skills or successor;
<b>“staff matters”</b>	the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
<b>“Staff Member”</b>	has the meanings given to such term in clause 2;
<b>“Student Member”</b>	has the meanings given to such term in clause 2;
<b>“Students’ Union”</b>	any association of students formed to further the educational purposes of the institution and the interests of students, as students;
<b>“variable category”</b>	any category of members whose numbers may vary according to clauses 2 and 3.

(2) Words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa.

(3) Any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.

## **2. COMPOSITION OF THE CORPORATION**

- (1) Subject to the transitional arrangements set out in clause 4, the Corporation shall consist of
  - a. up to seventeen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
  - b. the Principal/CEO of the institution, unless the person or persons appointed choose not to be members;
  - c. one member of the institution's staff who have a contract of employment with the institution and who have been nominated and elected as set out in paragraph (3) ("staff member"); and
  - d. one member who is a student at the institution and has been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student member").
- (2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's Students' Union.
- (3) The staff member may be a member of the academic staff or the non-academic staff and shall be nominated and/or elected by all staff.
- (4) The Corporation as appointing authority will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

## **3. DETERMINATION OF MEMBERSHIP NUMBERS**

- (1) Subject to paragraph (2) and the transitional arrangements in clause 4, the number of members of the Corporation and the number of members of each variable category shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government except that the Principal/CEO shall be a member or members of the Corporation.
- (2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that the total number of members of the Corporation shall not be less than five or more than twenty; and the numbers of members of each variable category shall be subject to the limit which applies to that category set out in clause 2.
- (3) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

#### **4. TRANSITIONAL ARRANGEMENTS**

- (1) Where, following the last determination under the previous Instrument of Government, the membership of the Corporation does not conform in number to that determination
  - a. nothing in clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
  - b. the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

#### **5. APPOINTMENT OF THE MEMBERS OF THE CORPORATION**

- (1) Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.
- (2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- (3) The appointing authority may decline to appoint a person as a parent, staff or student member if
  - a. it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
  - b. the appointment of the person would contravene any rule or bye-law made under clause 9 of this Instrument or article 10 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
  - c. the person is ineligible to be a member of the corporation because of clause 8 below.
- (4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

#### **6. APPOINTMENT OF THE CHAIR AND VICE-CHAIR**

- (1) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Principal/CEO nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chair shall hold office for such period as the Corporation decides, but in any event no longer than two years.

- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment once, to serve a maximum of two terms as Chair and Vice-Chair respectively.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 10 of the Articles of Government concerning the number of terms of office which a person may serve.

## **7. APPOINTMENT OF THE CLERK TO THE CORPORATION**

- (1) The Corporation shall appoint a person to serve as its Clerk, but the Principal/CEO may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal/CEO may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 15, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the institution.

## **8. PERSONS WHO ARE INELIGIBLE TO BE MEMBERS**

- (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal/CEO.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a Students' Union.

- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986 or Enterprise Act 2002, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease
- a. on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
  - b. if the bankruptcy order is annulled, at the date of that annulment; or
  - c. if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
  - d. if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
  - e. if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if
- a. within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
  - b. within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
  - c. that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have

constituted an offence under the law then in force anywhere in the United Kingdom.

- (10) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

## **9. THE TERM OF OFFICE OF A MEMBER**

- (1) A member of the Corporation appointed under clause 2(1)(a) shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- (2) A member of the Corporation appointed under clause 2(1)(c) shall hold office subject to clause 10(3) only whilst they are an employee but the length of the term of office shall not exceed two years.
- (3) A member of the Corporation appointed under clause 2(1)(d) shall hold office subject to clause 10(4) only whilst they are a student but the length of the term of office shall not exceed two years.
- (4) Members referred to above retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.
- (5) Paragraph (4) is subject to any rule or bye-law made by the Corporation under article 10 of the Articles of Government concerning the number of terms of office which a person may serve. Unless such rule or bye-law is made then the maximum number of terms of office shall be two.

## **10. TERMINATION OF MEMBERSHIP**

- (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member
- a. is unfit or unable to discharge the functions of a member; or
  - b. has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,
  - c. has been guilty of any fraud or dishonesty or acted in any manner which, in the Corporation's opinion, brings or is likely to bring the Corporation into disrepute or is materially adverse to the Corporation's interests; or
  - d. breaches the code of conduct applying to members of the Corporation from time to time;
- the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal/CEO, shall

cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

- (4) A student member shall cease to hold office
  - a. at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
  - b. if expelled from the institution,and the office shall then be vacant.

## **11. MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE INSTITUTION**

- (1) A member to whom paragraph (2) applies shall
  - a. disclose to the Corporation the nature and extent of the interest; and
  - b. if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
  - c. withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who
  - a. has any financial interest in
    - i. the supply of work to the institution, or the supply of goods for the purposes of the institution;
    - ii. any contract or proposed contract concerning the institution; or
    - iii. any other matter relating to the institution; or
  - b. has any other interest of a type specified by the Corporation in any matter relating to the institution.
- (3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member
  - a. need not disclose a financial interest; and



- b. may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
  - c. shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- (5) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

## **12. MEETINGS**

- (1) The Corporation shall meet at least once in every quarter, and shall hold such other meetings as may be necessary.
- (2) Subject to paragraphs (4) and (5) and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- (4) A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- (5) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- (6) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.
- (7) Any member shall be able to participate in meetings of the Corporation by telephone or video conference provided that:
- a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting prior to the start of the meeting, and,
  - b. the members have access to the appropriate equipment. If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## **13. QUORUM**

- (1) Meetings of the Corporation shall be quorate if the number of members present in person or able to communicate with those members present by electronic medium, is at least 40% of the total number of members in post.
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- (4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

#### **14. WRITTEN RESOLUTIONS**

A resolution in writing agreed by such number of members within 14 days of the issue of the written resolution (the period end) as required if it had been proposed at a meeting of the Corporation or of a Committee of the Corporation shall be as effectual as if it had been passed at a meeting duly convened and held provided that a copy of the proposed resolution has been sent at least seven days in advance of the period end to every member entitled to attend and vote on the matter. The resolution may consist of several instruments in the like form each agreed by one or more Members.

#### **15. PROCEEDINGS OF MEETINGS**

- (1) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- (2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- (3) A member may vote by proxy or by way of postal vote, in line with procedures made pursuant to article 10 of the Articles of Government.
- (4) No resolution of the members 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.
- (5) Except as provided by procedures made pursuant to article 10 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal/CEO, shall withdraw
  - a. from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
  - b. from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;

- c. from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
  - d. if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (6) A Principal/CEO who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that they shall withdraw in any case where they would be required to do so under paragraph (5).
- (7) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal
- a. for the expenditure of money by the Corporation; or
  - b. under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- (8) Except as provided by rules made under article 10 of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (9) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall
- a. take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
  - b. where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- (10) The Clerk
- a. shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and

- b. where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).
- (11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.
- (12) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.

## **16. NOTICES**

- (1) Any notice to be given to or by any member of the Corporation or other person pursuant to the Instrument shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Instrument, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- (2) A notice may be given by the Corporation either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Corporation by the member. A member whose registered address is not within the United Kingdom and who gives to the Corporation an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Corporation.
- (3) A member present, either in person or by proxy, at any meeting of the Corporation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- (4) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## **17. PAYMENT OF ALLOWANCES TO MEMBERS**

- (1) The Corporation may pay to its members such travelling, subsistence or other allowances as it decides, but shall not without the written approval of the Secretary of State, pay allowances which remunerate the members for their services as members.

**18. COPIES OF THE INSTRUMENT OF GOVERNMENT**

- (1) A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

**19. CHANGE OF NAME OF THE CORPORATION**

- (1) The Corporation may change its name with the approval of the Secretary of State.

**20. APPLICATION OF THE SEAL**

- (1) The application of the seal of the Corporation shall be authenticated by
- a. the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
  - b. the signature of any other member.

**21. PATRONS AND HONORARY OFFICERS**

- (1) The Corporation may from time to time appoint any person whether or not a member of the Corporation to be a patron of the institution or to hold any honorary office and may determine for what period he is to hold such office.

## ARTICLES OF GOVERNMENT

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## 1. INTERPRETATION OF THE TERMS USED

- (1) In these Articles of Government the following expressions have the following meanings unless inconsistent with the context:

<b>“Articles”</b>	these Articles of Government;
<b>“Corporation”</b>	North Hertfordshire College Further Education Corporation;
<b>“Chair”</b>	the Chair of the Corporation appointed under clause 5 of the Instrument of Government;
<b>“Clerk”</b>	Clerk to the Corporation;
<b>“Principal/CEO”</b>	any reference to “the Principal/CEO” shall include the person or persons appointed to the roles of Principal and/or Chief Executive Officer and shall include the person acting as Principal/CEO;
<b>“staff”</b>	all the staff who have a contract of employment with the Corporation;
<b>“Students’ Union”</b>	any association of students formed to further the educational purposes of the institution and the interests of students, as students;
<b>“Vice Chair”</b>	the Vice Chair of the Corporation appointed under clause 5 of the Instrument of Government

- (2) Words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa.
- (3) Any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.

## 2. CONDUCT OF THE INSTITUTION

- (1) The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

## 3. RESPONSIBILITIES OF THE CORPORATION, THE PRINCIPAL/CEO AND THE CLERK

- (1) The Corporation shall be responsible for the following functions:
- the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
  - approving the strategy of the institution;
  - the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
  - publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
  - approving annual estimates of income and expenditure;

- f. setting a framework for the pay and conditions of service of all staff.
- (2) Subject to the responsibilities of the Corporation, the Principal/CEO shall be responsible for the following functions:
- a. making proposals to the Corporation about the strategy of the institution;
  - b. making proposals to the Corporation about the educational character and mission of the institution;
  - c. implementing the decisions of the Corporation;
  - d. the determination of the institution's academic and other activities;
  - e. preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
  - f. the organisation, direction and management of the institution and leadership of the staff;
  - g. the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff; and
  - h. maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) In the event that separate appointments are made for the positions of Principal/CEO, the Corporation shall ensure that the division of responsibilities within clause 3 is clearly recorded in the respective job descriptions.
- (4) The Clerk shall be responsible for advising the Corporation with regard to the following functions:
- a. the operation of its powers;
  - b. procedural matters;
  - c. the conduct of its business; and
  - d. matters of governance practice.

#### **4. THE ESTABLISHMENT OF COMMITTEES AND DELEGATION OF FUNCTIONS GENERALLY**

- (1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal/CEO or Clerk and may delegate powers to
- a. such committees;
  - b. the Chair, or in the Chair's absence, the Vice-Chair; or
  - c. the Principal/CEO;
- (2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.



- (3) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.
- (4) Any committee established by the Corporation may include persons who are not members of the Corporation.

## **5. DELEGABLE AND NON-DELEGABLE FUNCTIONS**

- (1) The Corporation shall not delegate the following functions
  - a. the determination of the educational character and mission of the institution;
  - b. the approval of the annual estimates of income and expenditure;
  - c. the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
  - d. the appointment of the Principal/CEO;
  - e. the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
  - f. the modification or revocation of these Articles.
- (2) The Principal/CEO may delegate their functions as the Principal/CEO sees fit.

## **6. RULES RELATING TO THE CONDUCT OF STAFF; GRIEVANCE, SUSPENSION AND DISCIPLINARY PROCEDURES**

- (1) After consultation with the staff, the Corporation shall make rules relating to their conduct.
- (2) After consultation with staff, the Corporation shall make rules setting out
  - a. grievance procedures for all staff;
  - b. procedures for the suspension of all staff; and
  - c. disciplinary and dismissal procedures for all staffand such procedures shall be subject to the provisions of articles 3(2)(f), 7 and 8.
- (3) Any rules made under paragraph (2)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

## **7. ACADEMIC FREEDOM**

- (1) In making rules under article 6, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and

controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

## **8. SUSPENSION AND DISMISSAL OF THE CLERK**

Where the Clerk is also an employee of the Corporation and where the Clerk is suspended or dismissed as an employee in accordance with applicable rules, that suspension or dismissal shall not automatically affect the position of the Clerk in the separate role of Clerk to the Corporation.

## **9. STUDENTS' UNION**

- (1) Any Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.
- (2) The Students' Union shall present audited accounts annually to the Corporation.
- (3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

## **10. RULES AND BYE-LAWS**

The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

## **11. COPIES OF ARTICLES OF GOVERNMENT AND RULES AND BYE-LAWS**

A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

## **12. MODIFICATION OR REPLACEMENT OF THE INSTRUMENT AND ARTICLES OF GOVERNMENT**

- (1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- (2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

## **13. DISSOLUTION OF THE CORPORATION**

- (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

- (2) The Corporation shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date shall be published at least one month before the proposed date of such resolution.