

THE COMPANIES ACTS, 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

--OF--

LEO BAECK COLLEGE

TUESDAY



1. DEFINITIONS AND INTERPRETATION

In these Articles:

- 1.1 "Companies Acts" means the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the College;
- 1.2 "Charities Act" means the Charities Act 2011;
- 1.3 "Articles" means these Articles of Association of the College in their present form or as from time to time altered;
- 1.4 "seal" means the Common Seal of the College;
- 1.5 "Company Secretary" means any person appointed to perform the duties of the secretary of the College pursuant to Article 34.1;
- 1.6 "Auditor" means any person for the time being appointed to perform the duties of the auditor of the College;
- 1.7 "clear days" in relation to the period of a notice means the 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;
- 1.8 "authorised representative" means the representative of a corporate member who is duly authorised in writing by the corporate member to act on its behalf;
- 1.9 "MRJ" and "LJ" mean respectively The Movement for Reform Judaism (company number 7431950) and Liberal Judaism (company number 8281223) or any successor body exercising comparable functions (together "the Sponsoring Movements");
- 1.10 "Governor" means an individual appointed as a director of the College pursuant to Article 18 and "Governors" means the board of directors who comprise the charity trustees, within the meaning of the Charities Act;

- 1.11 "Executive Committee" means the Executive Committee established pursuant to Article 29;
- 1.12 "Academic Board" means the Academic Board constituted pursuant to Article 30;
- 1.13 "Taxable Trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
- 1.14 "UK" means the United Kingdom of Great Britain & Northern Ireland;
- 1.15 "written" or "in writing" shall mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
- 1.16 "signed" shall include such forms of authentication as are permitted by law;
- 1.17 words importing the masculine or feminine gender only shall include all gender identities; and the expression "person" where the context so admits shall include a corporate body;
- 1.18 subject as aforesaid, words or expressions contained in the Articles shall, unless the context otherwise requires, bear the same meaning as in the Companies Acts.

2. NAME

The name of the Company (hereinafter called "the College") is "LEO BAECK COLLEGE".

3. REGISTERED OFFICE

The registered office of the College shall be situated in England.

4. OBJECTS

The objects of the College (the "Objects") are the promotion and furtherance of Jewish religious and educational instruction and fostering and advancing the study of Judaism and of Jewish education, history, art, literature, music and way of life in all its aspects, both religious and secular and promoting such other legally charitable purposes of a like nature to the foregoing, as the College may see fit.

5. POWERS

The College has the following powers which may be used only to promote the Objects:-

- 5.1 to engage in all such activities as are appropriate to a rabbinical seminary and academic institution of high education, a centre for Jewish education and a centre for Jewish lifelong learning, and in particular:
 - 5.1.1 to educate and train rabbis, ministers of religion and teachers;
 - 5.1.2 to offer study courses at all appropriate levels leading to the ordination of rabbis and ministers of religion and post-ordination training and study;

- 5.1.3 to provide tuition and facilities for the acquisition of appropriate supervised and validated academic degrees;
- 5.1.4 to provide courses for the pursuit of vocational, academic and other studies;
- 5.1.5 to promote the interpretation of Jewish teaching and practice in relation to contemporary life;
- 5.1.6 to promote and advance the spiritual life of Jewish youth and encourage and co-ordinate youth organisations among constituents of progressive movements in Great Britain;
- 5.1.7 to promote other institutions and activities for public education;
- 5.1.8 to promote the establishment of primary and secondary schools and other educational centres;
- 5.1.9 to provide in-service and other training for professional staff and volunteers of charities and other organisations which provide services and support to the Jewish and non-Jewish community;
- 5.1.10 to publish educational writings and literature on subjects of Jewish interest;
- 5.1.11 to promote the welfare of students;
- 5.1.12 to confer degrees, diplomas and other academic and vocational awards;
- 5.1.13 to grant fellowships, scholarships, bursaries, exhibitions and prizes;
- 5.1.14 to establish and maintain libraries, archives and collections of memorabilia, musical instruments, artefacts, paintings and works of arts;
- 5.1.15 to provide for the holding of lectures, classes, conferences, exhibitions and concerts;
- 5.1.16 to promote and engage in interfaith study and dialogue between Jews, Christians, Muslims and other faith communities;

Acquisition, management and disposal of assets

- 5.2 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 5.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the College, provided that, where applicable, the College, and its Governors, comply with sections 117 to 123 of the Charities Act;
- 5.4 to borrow money and to charge the whole or any part of the property belonging to the College as security, provided that if the College wishes to mortgage land, the College and its Governors comply with sections 124 to 126 of the Charities Act;
- 5.5 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

Staff, agents and advisers

- 5.6 subject to these Articles, to employ and pay any employees and other staff, consultants, agents and advisers;
- 5.7 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

Funding

- 5.8 to raise funds in any way including by way of contribution, grant, subscription, entering into contracts and carrying on trade (but not by means of Taxable Trading) and in its discretion to decline or disclaim any particular contribution;

Activities

- 5.9 to promote or undertake study or research and disseminate the useful results of such research;
- 5.10 to produce, print and publish anything in or on any media;
- 5.11 to provide grants, scholarships, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice, support, counselling or guidance;
- 5.12 to promote and advertise the College's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning;
- 5.13 to undertake the administration or management (whether as trustee, agent or otherwise) of any charitable trust;
- 5.14 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Governors;

Collaboration

- 5.15 to establish, promote and otherwise assist in any way any limited company or companies or other bodies, and to establish the same either as a wholly owned subsidiary of the College or jointly owned with other persons and to finance such bodies by way of loan, share subscription, or other means;
- 5.16 to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;
- 5.17 to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;
- 5.18 to co-operate and enter into any arrangements with any person;

Banking and Insurance

- 5.19 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 5.20 to insure any risks arising from the College 's activities;

- 5.21 to purchase indemnity insurance for the Governors in accordance with and to the extent permitted by the Charities Act;

Investment and Social Investment

- 5.22 to make social investments in accordance with Part 14 A of the Charities Act;
- 5.23 to invest in any investments, securities or properties;
- 5.24 to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy;
- 5.25 to delegate upon such terms and at such reasonable remuneration as the College may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 ("the Managers") the management of investments (being assets capable of producing income which may also increase in capital value), provided that:-
- 5.25.1 the delegated powers shall be exercisable only within clear policy guidelines set by the Governors;
- 5.25.2 the Managers are under an obligation to report promptly to the Governors the performance of investments managed by them;
- 5.25.3 the Governors are entitled at any time to review, alter or terminate the delegation arrangement;
- 5.25.4 the Governors review the arrangements for delegation at intervals but so that any failure by the College to undertake such reviews shall not invalidate the delegation; and
- 5.25.5 the Managers must not do anything outside the powers of the College.

- 5.26 to arrange for investments or other property of the College to be held in the name of a nominee company acting under the control of the Governors or of a financial expert acting under their instructions, and to pay any reasonable fee required;

Other matters

- 5.27 to do anything else within the law which promotes or helps to promote the Objects.

6. USE OF FUNDS AND PROPERTY

- 6.1 The income and property of the College shall be applied solely towards the promotion of the Objects.
- 6.2 A Governor is entitled to be reimbursed from the property of the College or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the College.
- 6.3 A Governor may benefit from trustee indemnity insurance cover purchased at the College's expense to cover the following liabilities:
- 6.3.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the College;

6.3.2 the liability to make a contribution to the College's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

but excluding the following liabilities:

6.3.3 fines;

6.3.4 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Governor or other officer;

6.3.5 liabilities to the College that result from conduct that the Governor or other officer knew or must be assumed to have known was not in the best interests of the College or about which the person concerned did not care whether it was in the best interests of the College or not

and excluding

6.3.6 from sub-clause 6.3.2 any liability to make such a contribution where the basis of the Governor's liability is his or her knowledge prior to the insolvent liquidation of the College (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the College would avoid going into insolvent liquidation.

6.4 None of the income or property of the College may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the College. This does not prevent a member who is not also a Governor receiving:

6.4.1 a benefit from the College in the capacity of a beneficiary of the College;

6.4.2 reasonable and proper remuneration for any goods or services supplied to the College.

6.5 No Governor may:

6.5.1 buy any goods or services from the College;

6.5.2 sell goods, services or any interest in land to the College;

6.5.3 be employed by, or receive any remuneration from the College;

6.5.4 receive any other financial benefit from the College;

unless

6.5.5 the payment is permitted by sub-clause 6.6 and the Governors follow the procedure and observe the conditions set out in sub-clause 6.7; or

6.5.6 the Governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.6 A Governor may:

6.6.1 receive a benefit from the College in the capacity of a beneficiary of the College.

- 6.6.2 be employed by the College or enter into a contract for the supply of goods or services to the College, other than for acting as a Governor.
- 6.6.3 receive interest on money lent to the College at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Governors.
- 6.6.4 be a member of a company which receives fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Governor holds no more than 1% of the issued capital of that company.
- 6.6.5 receive rent for premises let by the Governor to the College if the amount of the rent and the other terms of the lease are reasonable and proper.
- 6.7 The College and its Governors may only rely upon the authority provided in sub clause 6.6 if each of the following conditions is satisfied:
 - 6.7.1 The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances, No more than half of the trustees may be so remunerated in each year.
 - 6.7.2 There must be a written agreement setting out the maximum amount of remuneration due.
 - 6.7.3 The Governor is absent from the part of any meeting at which there is discussion of:
 - 6.7.3.1 his or her employment or remuneration, or any matter concerning the contract; or
 - 6.7.3.2 his or her performance in the employment, or his or her performance of the contract; or
 - 6.7.3.3 any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her that would be permitted under sub- clause 6.6; or
 - 6.7.3.4 any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 6.6
 - 6.7.4 The Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
 - 6.7.5 The other Governors are satisfied that it is in the interests of the College to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict or interest).
 - 6.7.6 The reason for their decision is recorded by the Governors in the minute book.
 - 6.7.7 A majority of the Governors then in office have received no such payments.

- 6.8 The employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:
- 6.8.1 a partner;
 - 6.8.2 an employee;
 - 6.8.3 a consultant;
 - 6.8.4 a director; or
 - 6.8.5 a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.
- 6.9 In sub-clauses 6.3 to 6.7:
- 6.9.1 "College" shall include any company in which the College:
 - 6.9.1.1 holds more than 50% of the shares;
 - 6.9.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 6.9.1.3 has the right to appoint one or more directors to the Board of the company

7. MEMBERS

- 7.1 The following persons, who shall (except in the case of the persons referred to in Article 7.1.5 and 7.1.6) have made written application to the College for admission to membership in such form as the College may determine, shall, subject as herein provided, be eligible to be or to become members of the College:
- 7.1.1 the chair or a nominee from each of MRJ and LJ (collectively designated "Sponsoring Movement members");
 - 7.1.2 the chair or a nominee from each of the synagogues designated as constituent synagogues by MRJ and LJ respectively (collectively designated "Constituent Synagogue members");
 - 7.1.3 nominees of synagogues (not being constituent synagogues) who may be admitted to membership at the absolute discretion of the Governors and on such terms as to subscription and otherwise as the Governors shall determine (collectively designated "Associated Synagogue members");
 - 7.1.4 the persons referred to in Article 7.2 (collectively designated "Friends of LBC")
 - 7.1.5 the individuals referred to in Article 7.3 (collectively designated "Ex Officio members")
 - 7.1.6 any persons (not being persons referred to in Articles 7.1.1 to 7.1.5) who are members at the date of the adoption of these Articles.

7.2 The Governors may in their absolute discretion admit to membership of the College:

7.2.1 any person who shall undertake to pay such subscription as may from time to time be fixed by the Governors, provided that the membership of any person so admitted may be terminated by the Governors in the event of failure to pay such subscription;

7.2.2 such other persons as the Governors may deem fit.

7.3 Any individual who is appointed as the holder of an Honorific Office of the College pursuant to Article 33 shall also automatically become a member of the College and on ceasing to hold such Honorific Offices he or she shall, unless he or she is also a member of the College by virtue of the provisions of Article 7.1 or 7.2, thereupon cease to be a member of the College.

7.4 Membership of the College shall not be transferable or transmissible.

8. REGISTER OF MEMBERS

8.1 The College shall maintain a register of members with an entry for each member showing the member's name and address and the date on which the member became a member and ceased to be a member.

8.2 The register must be made available for inspection:

8.2.1 by any member without charge; and

8.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

9. ENDING OF MEMBERSHIP

9.1 A member of the College shall forthwith cease to be a member upon the happening of any one of the following events and no subscription shall be refunded to such person:

9.1.1 if such person shall resign by giving notice in writing of his or her intention to do so;

9.1.2 if such person (being an individual) shall die or (being a corporation) shall go into liquidation otherwise than for the purpose of amalgamation or reconstruction or cease to exist;

9.1.3 if such person shall cease to be a member pursuant to Articles 7.2.1 or 7.3 or cease to be such chairman or nominee as is mentioned in Articles 7.1.1 to 7.1.3;

9.1.4 if in the case of a person other than a Sponsoring Movement member, Constituent Synagogue member or Ex Officio member the Governors in their unfettered discretion resolve that such person shall cease to be a member.

10. GENERAL MEETINGS

10.1 The College shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year. All general meetings except Annual General Meetings are called general meetings.

11. CALLING OF GENERAL MEETINGS

- 11.1** The Board may call a general meeting at any time.
- 11.2** The Board must call a general meeting within 14 days of a written request from not less than 5% of the members.
- 11.3** The Board must call a general meeting if requested to do so by the MRJ or the LJ.

12. NOTICE OF GENERAL MEETINGS

- 12.1** Not less than 14 clear days' notice in writing shall be given of every Annual General Meeting and of every general meeting convened to pass a special resolution, and not less than 14 clear days' notice in writing of every other general meeting.
- 12.2** Such notice shall:
 - 12.2.1** specify the place, the day and the hour of meeting, and in the case of special business the general nature of that business and any resolutions which are to be proposed, and shall be given to such persons (including the Auditor) as are entitled to receive such notices from the College.
 - 12.2.2** include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.
- 12.3** 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 at, or proceedings of, any meeting.

13. QUORUM FOR GENERAL MEETINGS

- 13.1** No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person (which in the case of a corporate member shall include its authorised representative) or by proxy shall be a quorum.
- 13.2** If within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to such day and time as the Governors may determine and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall be a quorum.

14. CHAIR AND ADJOURNMENT OF GENERAL MEETINGS

- 14.1** The Chair of the College shall preside as chair at every general meeting but if he or she should not be present within fifteen minutes after the time appointed, the members present shall choose some Governor or if no such Governor is present or if all of the Governors present decline to take the chair they shall choose some member of the College who shall be present to preside.
- 14.2** The chair of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from

which the adjournment took place. 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 adjournment or of the business to be transacted at an adjourned meeting.

15. VOTING AT GENERAL MEETINGS

- 15.1** At any general meeting a resolution put to the vote of the 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 demanded by:

15.1.1 the chair of the meeting; or

15.1.2 at least three members present in person (which shall include as an authorised representative of a corporate member) or by proxy.

- 15.2** 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, or lost, or not carried 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.

- 15.3** Subject to the provisions of Article 15.4 or 15.5 or 15.6 if a poll be demanded in manner aforesaid, 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 of the meeting at which the poll was demanded.

- 15.4** No poll shall be demanded on the election of a chair of a meeting, or any question of adjournment.

- 15.5** 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 a poll has been demanded.

- 15.6** Every member present in person (which shall include as an authorised representative of a corporate member) shall have one vote on a show of hands or on a poll. In the event of a poll, each of the Sponsoring Movement members and of the Constituent Synagogue members shall be entitled to exercise ten votes; other members shall each be entitled to exercise one vote. 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 second or casting vote.

16. PROXIES

- 16.1** Members may appoint a proxy who need not be a member of the College. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the College.

- 16.2** A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit.

- 16.3** An instrument appointing a proxy shall:

16.3.1 be in writing executed by or on behalf of the appointer;

- 16.3.2 shall be in the form set out below or in any usual or common form or in such other form as the Governors may approve;
- 16.3.3 unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and
- 16.3.4 be deposited at the registered office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).
- 16.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporate body shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the College at the registered office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 16.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

17. BOARD OF GOVERNORS

The board of Governors shall consist of Governors who shall each be entitled to one vote. The Governors manage the business of the College and may use all of the powers of the College that are not reserved to the members by these Articles or the Companies Acts.

18. APPOINTMENT OF GOVERNORS

- 18.1 Subject to each Governor giving their written consent to being so appointed the Governors shall be:
 - 18.1.1 the Chair, the Vice Chair, the Honorary Treasurer and the Honorary Secretary (all of whom are elected by the membership in general meeting);
 - 18.1.2 the Principal of the College;
 - 18.1.3 two staff representatives as appointed in accordance with regulations set down by the Governors from time to time;
 - 18.1.4 two student representatives as appointed in accordance with regulations set down by the Governors from time to time;
 - 18.1.5 two congregational rabbis of whom one shall be nominated by the RJ Assembly of Rabbis and one by the LJ Rabbinic Conference;
 - 18.1.6 two additional Governors nominated by MRJ;
 - 18.1.7 two additional Governors nominated by LJ;
 - 18.1.8 up to two additional Governors or such other number (as may from time to time be determined by the College by ordinary resolution in general meeting) as may be co-opted by the Governors;
 - 18.1.9 such persons as may be appointed pursuant to Article 21.

19. IN ATTENDANCE AT GOVERNORS MEETINGS

- 19.1 Those in attendance at Governors meetings shall be the secretary to the Board of Governors and any other member of staff or other persons (e.g. professional advisors) deemed appropriate by the Governors.

20. TERM OF OFFICE OF ELECTED AND CO OPTED GOVERNORS

- 20.1 All Governors elected or appointed pursuant to Articles 18.1.1, 18.1.5, 18.1.6, 18.1.7 or 18.1.8 shall hold office for one term of three years and may be re-elected or re-appointed to that office once, and then, unless otherwise determined by the Governors, shall not be eligible to serve in that office again until three years shall have elapsed from the date of relinquishing that office.

21. CASUAL VACANCIES

- 21.1 The Governors may from time to time appoint an individual as a Governor to fill a casual vacancy in the Governors. Any Governor so appointed shall retain his or her office for the balance of the term for which the departing Governor was elected and shall then be eligible for election under Article 18. Such period of service shall not be counted towards the three year period referred to in Article 20.1 nor for the purpose of retirement by rotation pursuant to Article 20.1.

22. GOVERNORS – PROCEDURES

- 22.1 The Chair of the College as elected by the members shall preside at every meeting of the Governors but if he or she is unwilling to preside or is not present the Governors present may appoint another Governor to preside.
- 22.2 The Governors shall meet not less than four times in each year. Subject thereto and to the provisions of the Articles the Governors may meet, adjourn and otherwise regulate their meetings (including period of notice of meetings) as they think fit. Save in an emergency, not less than 14 days notice in writing of a meeting of Governors shall be given.
- 22.3 Board meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- 22.4 The quorum for a meeting of the Governors shall be a minimum of 5 Governors at the date of such meeting, one of whom shall be neither an Honorary Officer or a Governor that is a staff member or student.
- 22.5 Every matter shall be determined by a majority of votes of the Governors but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- 22.6 The Chair or any three Governors may at any time, and at their request the Company Secretary shall, summon a meeting of the Governors by notice served upon the Governors.
- 22.7 The Governors may pass resolutions in writing if signed by all of the Governors (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

23. MANAGEMENT

- 23.1** The Governors shall be responsible for the control and management of the College and the Governors will be the directors of the College under the Companies Acts and the Charity Trustees in accordance with the Charities Act.
- 23.2** All matters bona fide determined by any meeting of the Governors shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Governor, be as valid as if any such Governor had been duly appointed or elected and had duly continued in office and was qualified to be a Governor.

24. CONFLICTS OF INTEREST MANAGEMENT

- 24.1** For the purposes of this Article, "Conflict of Interest" means any direct or indirect interest of a Governor (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the College, because the Governor or a person connected to the Governor (within the meaning of s188 of the Charities Act) ("Connected Person") may receive a benefit from the College, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the College.
- 24.2** Subject to Article 24.4, whenever a Governor is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Governor must:
- 24.2.1** fully declare the nature and extent of the interest before discussion begins on the matter,
 - 24.2.2** withdraw from the meeting or discussion for that item, after providing any information requested by the other Governors,
 - 24.2.3** not be counted in the quorum for that part of the meeting or decision-making process,
 - 24.2.4** be absent during the vote and have no vote on the matter, and
 - 24.2.5** comply with any other requirement which the other Governors resolve is necessary.
- 24.3** If any question arises as to whether a Governor has a Conflict of Interest, the question must be decided by a majority decision of the other Governors.
- 24.4** When any Governor has a Conflict of Interest, the Governors who do not have a Conflict of Interest (if they form a quorum without counting the Governor and are satisfied that it is in the best interests of the College to do so) may by resolution passed in the absence of the Governor permit the Governor, notwithstanding any Conflict of Interest which has arisen or may arise for the Governor, to:
- 24.4.1** continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 24.4.2** disclose to a third party information confidential to the College,
 - 24.4.3** take any other action not otherwise authorised which does not involve the receipt by the Governor (or a Connected Person) of any payment or material benefit from the College, or

24.4.4 refrain from taking any step required to remove the conflict.

24.5 Where a Governor has a Conflict of Interest which has been declared to the Governors, the Governor shall not be in breach of that Governor's duties to the College by withholding confidential information from the College if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Governor may not withhold information relating to a direct or indirect personal benefit for the Governor.

24.6 The Governor shall observe the other duties and rules in the Companies Acts, and such other rules as the Board adopts, in relation to the management of Conflicts of Interest.

24.7 Nothing contained in this Article shall authorise a Governor to receive any benefit not permitted elsewhere in these Articles.

25. AUTHORITY OF GOVERNORS AFTER VACANCIES

25.1 The Governors for the time being may act notwithstanding any vacancy in their body; provided that if the number of Governors shall at any time be less than six, it shall be lawful for the Governors to act for the purpose of filling vacancies in their body, or of summoning a general meeting, but not for any other purpose.

26. DISQUALIFICATION, RESIGNATION AND REMOVAL OF GOVERNORS

26.1 A Governor shall forthwith cease to be a Governor:

26.1.1 if by notice in writing to the Governors he or she shall resign from the board of Governors;

26.1.2 If he or she shall cease to hold the office by virtue of which he or she is a Governor (in the case of a Governor appointed under Article 18.1.2) or if he or she is removed from office by the body which nominated him or her pursuant to Articles 18.1.3, 18.1.4, 18.1.5, 18.1.6 or 18.1.7.

26.1.3 if he or she is disqualified from holding office by reason of any provision of the Companies Acts or the Charities Act;

26.1.4 if he or she is removed from office by a resolution of the College duly passed pursuant to any provision of the Companies Acts;

26.1.5 if he or she is absent without permission from 3 consecutive meetings of the Governors and it is resolved by the other Governors to remove the Governor;

26.1.6 if he or she is removed from office by a resolution of at least 75 per cent. of the other Governors present and voting at a Board meeting provided:

26.1.6.1 at least half of the serving Governors are present at the meeting; and

26.1.7 that prior written notice of meeting and the intention to propose such a resolution has been given to the Governor in question.

27. NO RETIREMENT DUE TO AGE

Unless otherwise determined by the College by ordinary resolution, either generally or in any particular case, no Governor shall vacate or be required to vacate his or her

office as a Governor on or by reason of his attaining or having attained the age of seventy, and any Governor retiring or liable to retire under the provisions of the Articles and any person proposed to be appointed a Governor shall be capable of being reappointed or appointed, as the case may be, as a Governor notwithstanding that at the time of such reappointment or appointment he or she has attained the age of seventy and no special notice need be given of any resolution for the reappointment or appointment or approving the appointment as a Governor of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any member or person proposed to be reappointed or appointed as such.

28. DELEGATION BY THE BOARD

28.1 Subject to the Articles, the Governors may delegate any of the powers which are conferred on them under the Articles—

28.1.1 to such person or committee;

28.1.2 by such means (including by power of attorney);

28.1.3 to such an extent;

28.1.4 in relation to such matters; and

28.1.5 on such terms and conditions;

as they think fit.

28.2 If the Governors so specify, any such delegation may authorise further delegation of the Governors' powers by any person to whom, or committee to which, they are delegated.

28.3 The Governors may revoke any delegation in whole or part, or alter its terms and conditions.

29. EXECUTIVE COMMITTEE

The Governors may establish an Executive Committee which shall include such Governors and such other individuals as the Governors shall decide and which shall be responsible to the Governors for such delegated functions related to the management administrative financial and general affairs of the College as the Governors shall determine.

30. ACADEMIC BOARD

30.1 The Governors shall establish an Academic Board which shall be responsible to the Governors for the academic matters of the College (such as deciding on curricula, syllabuses, examinations, awards of qualifications, research degrees, nominations of external examiners, and the like). Such responsibilities shall be subject to the requirements of validating and accrediting bodies and shall be exercised within the general policy of the board of Governors and the resources provided by the Governors.

30.2 The Academic Board will be chaired by the Principal. The Principal may nominate a Deputy Chair from amongst the members of the Academic Board to take the chair in her/his absence.

- 30.3 The membership of the Academic Board includes the Principal, Dean, Directors of Jewish Studies and other major programmes of the College, representatives of the teaching staff, a representative of the Student Society and at least one external academic member.
- 30.4 Any change in the composition of the Academic Board shall be made with the advice and consent of the Principal.
- 30.5 The Academic Board may, with the advice and consent of the Principal, establish such committees as it considers necessary to enable it to carry out its responsibilities and may delegate to such committees some of its functions and powers.

31. OTHER COMMITTEES

The Governors may establish such other committees of the board of Governors and permit the Executive Committee to establish such sub committees, as the Governors consider appropriate to assist in the conduct of the affairs of the College. In establishing each such committee and sub committee the Governors shall consider how far each committee and sub committee needs to have representation from the Governors, the faculty and staff of the College and the Sponsoring Movements and shall put in place clear terms of reference specifying the scope of delegated authority.

32. REGULATIONS

- 32.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

33. HONORIFIC OFFICES

- 33.1 The Governors may from time to time appoint a President and Vice Presidents who shall each hold office for such term not exceeding five years as the Governors shall determine and shall be eligible for reappointment thereafter. The President and Vice Presidents shall be entitled to attend (but not vote) at meetings of the Governors.
- 33.2 On the nomination of the Governors, the College may from time to time appoint any person to be the Life President of the College.
- 33.3 On the nomination of the Governors, the College may from time to time appoint on the nomination of the Governors any person to be an Honorary Vice President of the College.
- 33.4 The appointment of any President, Vice President, Life President and Honorary Vice President shall cease if for any reason the person so appointed resigns or ceases to be a member pursuant to Article 8.

34. GENERAL ADMINISTRATION

- 34.1 A Company Secretary (which is a separate role from that of Honorary Secretary) may be appointed by the Governors for such term at such remuneration and upon such conditions as it may think fit, and any Company Secretary so appointed may be removed by the Governors. The Governors may from time to time appoint an assistant or deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary capable of acting.

- 34.2 The seal shall only be used by the authority of the Governors. Unless otherwise determined by the Governors, any instrument to which the seal is affixed shall be signed by one Governor and by the Company Secretary or by a second Governor and such signatures shall in favour of a person bona fide dealing with the College, be conclusive evidence of the fact that the seal has been properly affixed.
- 34.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Governors shall from time to time determine.
- 34.4 The Governors shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the College, and of the Governors and of all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the chairman 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.
- 34.5 Any notice to be given to or by any person pursuant to the Articles shall be in writing, and shall be deemed to have been properly given if given personally or sent to his or her address as notified to the College by him or her by prepaid ordinary or electronic mail or by such other method as would in the ordinary course ensure receipt of the notice within two working days of despatch.
- 34.6 A member shall only be entitled to receive a hard copy notice if they provide an address within the UK which the notice can be sent to.
- 34.7 A member present in person at any meeting of the College shall be deemed to have received notice of the meeting and of the purposes for which it was called.
35. ACCOUNTS AND AUDIT
- 35.1 The Governors will cause proper accounts to be prepared and kept in accordance with the relevant provisions of the Companies Acts and of the Charities Act for the purpose of giving a true and fair view of the state of affairs of the College and of explaining its transactions.
- 35.2 The accounts shall be left at the registered office of the College or at such other place or places as the Governors shall determine and shall be open to the inspection of members of the College at all reasonable times during business hours, subject to such reasonable restrictions as the College may in general meeting impose.
- 35.3 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 a properly qualified Auditor.
- 35.4 The Board must, for each financial year, send a copy of its annual Accounts and reports (or if applicable summary financial statements) to every person who is entitled to receive notice of general meetings at the same time as they file the Accounts with Companies House, within 9 months of the end of the College's financial year.
- 35.5 The Auditor shall be appointed and his or her duties regulated in accordance with the Companies Acts and the Charities Act.

36. CHARITY REGISTRATION AND RETURNS

The Governors shall be responsible for effecting and maintaining the registration of the College as a charity under the Charities Act and ensuring compliance with the obligations of the charity trustees thereunder including the preparation and submission to the Charity Commission of an annual report and an annual return.

37. AMENDMENT

37.1 Subject to the provisions of the Companies Acts and Charities Act, the College shall have power to amend the Memorandum or Articles by special resolution, but no such amendments shall be made which would cause the College to cease to be a charity at law.

37.2 Amendments may only be made to the following Articles, with the prior written consent of the Charity Commission:

37.2.1 the Objects; or

37.2.2 any provision relating to what happens to the College's property on winding up; or

37.2.3 any provision which would provide for any benefit to be obtained by Governors or members or persons connected with them.

37.3 The College shall inform the Charity Commission and Companies House of any alterations to the Articles.

38. LIMITED LIABILITY AND GUARANTEE

38.1 Each member undertakes to pay £1 in the event of the College being wound up or dissolved while they are a member or within one year after ceasing to be a member, towards:-

38.1.1 payment of the debts and liabilities of the College incurred before they ceased to be a member;

38.1.2 payment of the costs, charges and expenses of winding up; and

38.1.3 adjustment of the rights of the contributories among themselves.

38.2 The liability of the members is limited to £1.

39. DISSOLUTION

39.1 If the College is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the College, but shall, subject as provided in Article 39.2, be transferred to the Reform Synagogues of Great Britain and the Union of Liberal and Progressive Synagogues (or their respective successors and assigns) in proportion to their respective cumulative contributions to the funds of the College over the five completed financial years of the College preceding such winding up or dissolution, as shown in the audited accounts of the College for each of those years.

39.2 It shall be a condition of any transfer pursuant to Article 39.1 that the transferees shall apply the property so transferred for the promotion and furtherance of Jewish religious and educational instruction in accordance with the Objects of the College and shall be charitable institutions whose objects prohibit the distribution of their

income and property to an extent at least as great as is imposed on the College by Article 6 of these Articles.

- 39.3 Any property of the College which is not subject to transfer pursuant to Articles 39.1 and 39.2 shall be transferred to some other charitable institution or institutions having objects similar to the Objects of the College including a prohibition on the distribution of income and property as specified in Article 39.2, chosen by the members of the College at or before the time of dissolution and if that cannot be done to some other charitable institution approved by the Charity Commission.