



The Charities Act 2011 and the Companies Act 2006

Charitable Company Limited by Guarantee

and not having a share capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

Adopted by Special Resolution on 17 November 2022

Company Number 02953431

Charity Number 103996

INTERPRETATION

In these regulations:

“Academic Board”	means the academic board from time to time of the College referred to in article 28 hereof
“the Act”	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
“address”	means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a fax/telephone number for receiving text messages in each case registered with the charity
“the articles”	means the articles of the company
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“the College”	means the company
“Companies Act”	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
“the Commission”	means the Charity Commission for England and Wales
“the Corporation”	means the Mayor and Commonality and Citizens of the City of London
“Council”	means the board of directors of the College
“the Commission”	means the Charity Commission for England and Wales
“director”	means a director of the College (member of Council), and includes any person occupying the position of director, by whatever name called. Directors are charity trustees as defined by section 177 of the Charities Act 2011;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006
“executed”	includes any mode of execution
“Fellows”	means the Fellows of the College
“Gresham Professor”	means a professor of the College as described in article 32 hereof
“the memorandum”	means the College’s memorandum of association
“the Mercers’ Company”	means the Wardens and Commonalty of the Mystery of Mercers of The City of London
“Office”	means the registered office of the College
“officers”	includes the director and the secretary
“the seal”	means the common seal of the College

“secretary”	means the secretary of the College, or any other person appointed to perform the duties of the secretary of the company
“the United Kingdom”	means Great Britain and Northern Ireland.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

OBJECTS

1 The advancement of education amongst the public generally, in particular through the production of lectures, seminars and educational content.

MEMBERS

2 The Corporation and the Mercers' Company shall be the only members of the College and all other persons who are members as at the date of adoption of these articles shall automatically cease to be members. Membership is not transferrable. The College must keep a register of names and addresses of the members.

GENERAL MEETINGS

3 Not more than fifteen months may elapse between successive annual general meetings. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4 The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than six weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the College may call a general meeting.

NOTICE OF GENERAL MEETINGS

5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat. The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22. The notice shall be given to all members and to the Council and the auditors.

6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

PROCEEDINGS AT GENERAL MEETINGS

7 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a duly authorised representative of a member shall be a quorum. A member shall only be entitled to be represented by one person at a meeting being either a duly authorised representative of a member or a proxy.

8 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine. At such reconvened meeting the quorum shall be one member.

9 The Chair, if any, of the Council or in their absence a person nominated by the members present shall preside as Chair of the meeting.

10 A director shall, notwithstanding that they are not representing a member, be entitled to attend and speak at any general meeting.

11 The Chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

12 A resolution put to the vote of a meeting shall be decided on a show of hands only.

13 In the case of an equality of votes the Chair shall not be entitled to a casting vote.

14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which it was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

15 Every member present in person (by duly authorised representative) shall have one vote.

16 Every member shall be represented only by a single duly authorised representative. Such representative shall be an individual and a director of the College.

17 Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, not later than the time appointed for holding the meeting or adjourned meetings at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

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

19 Where it is desired to afford members an opportunity of instructing their representative as to how they shall act then the instruction shall be in the following form (or in a form as near thereto as circumstances allow or which the directors may approve):

"GRESHAM COLLEGE

We, [NAME OF MEMBER] being a member of the above-named company, hereby appoint [NAME] of [ADDRESS] or failing them, [NAME] of [ADDRESS], as our representative to vote in our name and on our behalf at the annual/extraordinary general meeting of the company, to be held on [DATE], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No 1 *for *against*

*Resolution No 2 *for *against.*

**Strike out whichever is not desired.*

Unless otherwise instructed, the representative may vote as they think fit or abstain from voting.

Signed this [NUMBER] day of [MONTH] [YEAR].”

20 A vote given by the duly authorised representative of a member shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the company at the Office or, where the appointment of the representative was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting, at which the vote is given.

NUMBER AND APPOINTMENT OF DIRECTORS

21 Unless otherwise determined by ordinary resolution, the maximum number of directors shall be fifteen and the minimum number shall be 2.

22 The Corporation shall be entitled to appoint up to 4 directors and to remove them at any time. The Mercers’ Company shall be entitled to appoint up to 4 directors and to remove them at any time.

23 The Council shall be entitled in addition to the directors appointed under article 22 to co-opt up to another 5 directors and to remove them at any time. In addition, the Council shall be required to co-opt to the Council 2 persons to act as directors of the College who shall be nominated by the Academic Board from amongst their membership. The Provost and the CEO will be invited to attend all meetings of Council.

24 No director may appoint any other director, or any other person to be their alternate director.

POWERS OF THE COUNCIL

25 Subject to the provisions of the Companies Act, the memorandum and the articles and to any directions given by special resolution, the business of the College shall be managed by the Council who may exercise all the powers of the College. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council. In the exercise of the aforesaid powers and in the management of the business of the College, the directors shall always be mindful that they are charity trustees within the definition of section 177 of the Charities Act 2011 as the persons having the general control and management of the administration of a charity.

DELEGATION OF COUNCIL'S POWERS

27 (a) The Council may delegate any of their powers to any committee consisting of two or more directors together with other persons, who may be co-opted to assist in the affairs of the Committee. They may also delegate to any director such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with, or to the exclusion of, their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more persons, shall be governed by the articles regulating the proceedings of the Council so far as they are capable of applying.

(b) Whenever the post of a Gresham Professor falls to be filled, the Council's Nominations Committee shall have delegated responsibility for procuring that the post be filled in accordance with the terms of these articles.

OTHER BODIES

28 Academic Board

The College shall have an academic board comprising the following persons ex officio:

- (a) the Gresham Professors.
- (b) the Gresham Fellows; and
- (c) the Provost
- (d) the CEO

The Academic Board shall be Chaired by the Provost and otherwise shall regulate its affairs as it sees fit. It shall have such powers as are vested in it under these articles and/or by the Council from time to time. It shall not be regarded as a committee of the Council.

29 Gresham Fellows

The Academic Board shall consider nominating to the Council from time-to-time persons as Gresham Fellows. Upon the Council receiving a recommendation that a person be considered as a Gresham Fellow then the Council shall determine whether to appoint such a person as a Gresham Fellow. If the Council so determine, then such person shall become a Gresham Fellow for a fixed period (selected by the Council) of up to 3 years (subject to the right of the Council to determine the appointment earlier at any time in its discretion). The Gresham Fellows shall be entitled to be members of the Academic Board and shall use their reasonable endeavours to advance the interests of the College but shall have no further rights or obligations.

30 Provost

The Council shall from time to time appoint a Provost who shall be appointed on such terms and conditions and for such length of office as may be approved by the Council. The Provost shall have such powers and responsibilities as are specified under these articles and/or vested in them by Council from time to time

31 Chief Executive Officer

The Council shall appoint a Chief Executive Officer who shall be appointed on such terms and conditions and for such length of office as may be approved by the Council. The CEO shall have such powers and responsibilities as are specified under these articles and/or vested in them by Council from time to time

32 Gresham Professors

32 1 The College shall have at least 8 Gresham Professors of whom 4 shall be approved by the Mercers' Company (being the Professors of Law, Physic, Rhetoric and Commerce) and 4 shall be approved by the Corporation (being the Professors of Astronomy, Divinity, Geometry and Music). Any additional professorships that the College wishes to establish must have the prior written approval of both the Corporation and the Mercers. The process for the appointment of a Gresham Professor shall be:

- (a) The nominations committee shall be responsible for overseeing the process for appointing professors and thereafter making a recommendation of one individual to the Mercers' Company or the Corporation (as the case may be) for appointment, together with the proposed terms of appointment (and so that the nominations committee shall make its recommendation known to the Council as soon as reasonably practicable).
- (b) upon receiving a recommendation then the Mercers' Company or the Corporation (as appropriate) shall decide whether such person shall be appointed as a Gresham Professor and shall carry out the appointment on the terms proposed, informing the College accordingly, and optionally delegating the administration of the appointment to the College. The Mercers' Company and the Corporation (as the case may be) shall provide for the stipend payable to such Gresham Professor. If the Mercers' Company or the Corporation (as the case may be) decide against the appointment, then they shall so inform the nominations committee and the nominations committee shall repeat the process until a suitable candidate and suitable terms of appointment are agreed;
- (c) upon a Gresham Professor being selected and appointed the nominations committee shall report such to the next meeting of the Council.
- (d) In the case of additional sponsored professorships, the Nominations Committee will act as in 32.1.(a), but will make their recommendation directly to Council, with the relevant funder being informed of the decision subsequent to Council approval.

32 2 The Gresham Professors shall have such rights and obligations as are specified in these articles and in their terms of appointment from time to time

33 A director must be a natural person aged 18 years or older. No director shall be required to retire by reason of their age.

34 Each director (and all the directors of the College on the date of adoption of these articles) shall automatically be appointed for a term of up to four years ("first term") (subject to earlier termination under or in accordance with these articles). Upon the expiry of the first term then if such director is an appointee of the Mercers' Company or the Corporation (as the case may be) such person shall be eligible at the discretion of the Mercers' Company or the Corporation (as the case may be) to be reappointed for further terms of up to four years, but the total term of office should not normally exceed eight years. If such person is co-opted as a director by the Council, then the Council shall consider (in its discretion) whether to co-opt such person for a further period of up to four years. No director shall, unless they shall be either the Chair or a Vice Chair, be eligible to remain on the Council for more than eight years. In exceptional circumstances, the term of office of a director may be extended beyond the requisite period, subject to the agreement of Council and for a maximum of two years, to be reviewed annually

35 Nothing in these articles shall constrain or fetter the rights of the College to remove a director under the Act but subject to the terms of these articles no director shall be required to retire by rotation.

36 Chair and Vice Chairs

The Council shall select from its directors both: a Chair and up to two Vice-Chairs of Council. The term of office of all such posts shall be 3 years each; or in the case of the Provost filling such a post the expiry of the Provost's contract with the company. At the discretion of Council, the Chair and/or one or both of the Vice-Chairs shall be eligible to be re-elected for a further term of 3 years. An outgoing Chair or Vice-Chair may, with the consent of Council remain on Council for one year after ceasing to be Chair or Vice-Chair (as the case may be) if their period of office would otherwise extend beyond the maximum time periods set out in these articles.

POWER TO APPOINT PATRONS AND HONORARY OFFICERS

37 The Council may from time to time appoint any person to be a patron of the company or to hold any honorary office (including without limitation that of a Visiting Professor of the College) and may determine for what period they are to hold such office.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

38 The office of a director shall be vacated if they:

- a) cease to be a director by virtue of any provision of the Companies Act or become prohibited by law from being a director or are disqualified from acting as a trustee under sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification thereto); or
- b) become bankrupt or make any arrangement or composition with their creditors generally; or
- c) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a director, and may remain so for more than three months; or
- d) shall for more than six consecutive months have been absent without permission of the Council from meetings of directors held during that period and the Council resolve that their office be vacated.

REMUNERATION OF DIRECTORS

39 The directors shall not be entitled to remuneration for acting as a director of the College.

DIRECTORS' EXPENSES

40 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

41 A director (save in respect of any involvement in the Mercers' Company or the Corporation):

- (a) may not be a party to, or otherwise interested in, any transaction or arrangement with the College or in which the College is otherwise interested;

(b) may not be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the College or in which the College is otherwise interested; or

(c) shall be accountable to the College for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate.

42 For the purposes of article 41:

(a) a general notice given to the Council that a director is to be regarded as having an interest of the nature and extent specified in the notice shall be deemed to be a disclosure that the director has an interest, in any transaction of the nature and extent so specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

PROCEEDINGS OF THE COUNCIL

43 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

44 The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number, shall be two, of whom one shall be director appointed by the Corporation and one shall be a director appointed by the Mercers' Company.

45 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies in respect of directors appointed under article 23, or of calling a general meeting.

46 Unless they are unwilling to do so, the Chair shall preside at every meeting of directors at which they are present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, then directors present may appoint one of the Vice Chairs to be Chair of the meeting or failing that, then the directors present may appoint one of their number to be Chair of the meeting.

47 All acts done by a meeting of Council, or of a committee of Council, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

48 A resolution in writing signed (or by electronic means if the law so permits as valid and binding) by all the directors entitled to receive notice of a meeting of Council, or of a committee of Council, shall be as valid and effectual as if it had been passed at a meeting of Council or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

49 A director shall not vote but may, take part in, or be present at a meeting of Council or of a committee of Council on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty and which conflicts or may conflict with the interests of the College. For the purposes of this article, an interest of a person who is, for any purpose of the Act connected with a director shall be treated as an interest of the director.

50 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

51 If a question arises at a meeting of Council, or of a committee of Council, as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and their ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

52 Subject to the provisions of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

53 The directors shall cause minutes to be made of all:

- (a) appointments of officers made by the directors; and
- (b) proceedings at meetings of the College and of the Council, and of committees of Council, including the names of the directors present at each such meeting, decisions made at the meetings, and where appropriate, the reasons for the decisions.

THE SEAL

54 The seal (if any) shall only be used by the authority of the Council or of a committee of directors authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

55

- (a) The Council must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (b) The Council must keep accounting records as required by the Companies Act.
- (c) The Council must procure that the accounts are audited in each year.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

56 The Council must comply with the requirements of the Charities Act 2011 with regard to:

- (a) the transmission of the statements of account to the members and the Commission;
- (b) the preparation of an annual report and its transmission to the Commission;

- (c) the preparation of an annual return and its transmission to the Commission.
- (d) the Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

NOTICES

57 Subject to the articles, anything sent or supplied by, or to, the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent, or supplied by, or to the charity.

58 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

59 Any notice to be given to or by any person pursuant to the articles: (1) must be in writing; or (2) must be given in electronic form.

60 The charity may give any notice to a member either: (a) personally; or (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or (c) by leaving it at the address of the member; or (d) by giving it in electronic form to the member's address. (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

61 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

62 A person present, either in person or by proxy, at any meeting of the College shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

63 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006. 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.

INDEMNITY

64 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the College shall be indemnified out of the assets of the College against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court, from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the College.

INSURANCE

65 Subject to the provisions of the Act the College shall be entitled to provide indemnity insurance to cover the liability of the directors 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 Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard as to whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the College.