

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

of

COLEG SIR GAR
(Company Number 08539630)



A PRIVATE COMPANY LIMITED BY GUARANTEE

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OF

COLEG SIR GAR

PRELIMINARY

1. **Model articles do not apply**

None of the articles in the model articles for a private company limited by guarantee set out in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall apply to the college.

INTERPRETATION

2. **Defined terms**

(a) In the articles, unless the context requires otherwise:

~~advisory body means the body set up under article 8(b)~~

articles means the company's articles of association, as from time to time amended;

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

board means the board of directors of the company;

chair has the meaning given in article 14;

chair of the meeting has the meaning given in article 40;

clerk has the meaning set out in article 23;

college means the Coleg Sir Gar company limited by guarantee;

Companies Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

company means the company regulated by these articles;

director means a director of the company, and includes any person occupying the position of director, by whatever name called;

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;

eligible governor means a governor who is entitled to vote on the relevant matter at a board meeting but excluding any governor whose vote is not to be counted in respect of the relevant matter;

- governor** means a director;
- hard copy form** has the meaning given in section 1168 of the Companies Act;
- institution** means the further education college operated by the college;
- instrument** means a document in hard copy form;
- member** means a person who is the holder of a membership interest in the college;
- ordinary resolution** has the meaning given in section 282 of the Companies Act;
- participate**, in relation to a governors' meeting, has the meaning given in article 12;
- Principal** means the person appointed to act as the Principal of the Institution;
- proxy notice** has the meaning given in article 46;
- relevant situation** has the meaning given in article 16;
- special resolution** has the meaning given in section 283 of the Companies Act;
- statutes** means the Companies Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Act;
- subsidiary** has the meaning given in section 1159 of the Companies Act;
- University** means University of Wales Trinity Saint David;
- Vice-Chair** shall include reference to one or more Deputy Chairs;
- Welsh Government** means Welsh Government or any successor thereto;
- writing or written** includes fax and e-mail but excludes text messages and other communications in electronic form.
- (b) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act as in force on the date when these articles become binding on the college.
- (c) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (d) Headings to the articles are inserted for convenience only and shall not affect construction.

OBJECTS

3. Restricted Objects

The college's objects are to provide for the public benefit in the United Kingdom and elsewhere further and higher education and (subject to any consultation with any relevant local authority) secondary education (as defined in each case in section 18(1) of the Further and Higher Education Act 1992 (or any replacement thereof)).

4. Powers

In the furtherance of the foregoing objects in clause 3 above but not further or otherwise the college shall have the following powers subject to, in each case, the approval and consent of the member through the protocols specified by the member from time to time:

- (a) to grant academic or other diplomas, certificates or awards and distinctions of any kind or description, and to assess or otherwise examine candidates for this purpose;
- (b) to establish and run any education institution within the further or schools sector, including a college or school;
- (c) subject to compliance with any charities law applicable to the college to borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the college, both present and future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the college or any other person, firm or college of any obligation undertaken by the college as the case may be and upon all such or any other terms as the governors may consider expedient;
- (d) to purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds, or securities of any other company or corporation carrying on business in any part of the world or to hold the same;
- (e) subject to compliance with any charities law applicable to the college to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the governors may think necessary or convenient for the furtherance of the college's objects and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same;
- (f) to build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the furtherance of the college's objects and to join with any person, firm or company in doing any of the things aforesaid;
- (g) underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation whensoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed;

- (h) to establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the college for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company;
- (i) to enter into partnership or into any arrangement or to amalgamate with any person, firm, or company carrying on or proposing to carry on any of the college's objects or any business or transaction which the governors consider capable of being conducted to benefit the college;
- (j) to acquire and undertake the whole or any part of the property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any of the objects which the college is authorised to carry on, or can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the college;
- (k) to remunerate any employee or other person, firm or company rendering services to the college whether by cash payment or otherwise and to pay any or all of the formation and promotion expenses of the college and of any company formed or promoted by the college or associated with it, and to pay for any rights, interest or other property real or personal acquired by the college by any means in any manner whatsoever;
- (l) to make provision for the payment of pensions and other benefits to employees of the college and their dependants;
- (m) to draw, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, script, warrants, and other transferable or negotiable instruments;
- (n) to invest any monies they have and to delegate investment management powers;
- (o) to do all or any of the above things either along or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, subcontractors, trustees or otherwise; and
- (p) to do all such other things as may be deemed necessary or expedient or incidental or conducive to the attainment of the above objects or any of them,

PROVIDED THAT the income and property of the college wheresoever derived shall be applied solely towards the promotion of the objects of the college and no portion thereof shall be paid or transferred or distributed directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the member of the college (unless such member be a charity or charities) **PROVIDED THAT** nothing herein shall prevent any payment in good faith by the college of:

- A interest on money lent to the college by any member of the college or by any group company at a rate of not more than 1 per cent less than the published rate of the other bankers of the college from time to time; or
- B reasonable and proper rent for premises demised or let to the college by any member of the college or by a group company; or

- C reasonable and proper remuneration or fees to any member of the college, or to any group company in return for goods or services actually rendered to the college; or
- D consideration for the transfer to the college of any asset, property or business (including goodwill) from any member of the college or from any group company; or
- E a member receiving a benefit as beneficiary,

and for the purposes of paragraphs (A), (B), (C) and (D) above **group company** means the University and each subsidiary of the University from time to time other than the company.

LIMITED LIABILITY

5. Liability of member

The liability of a member is limited to £1 being the amount that the member undertakes to contribute to the assets of the college in the event of its being wound up for as long as it is a member or within one year after it ceases to be a member for:

- (a) payment of the college's debts and liabilities contracted before it ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of contributories among themselves.

GOVERNORS– GENERAL POWERS, DUTIES AND RESPONSIBILITIES

6. Governors ' general powers

Subject to the articles and the terms of any agreement between the college and its member, the governors are responsible for the strategic oversight of the college's business, for which purpose they may exercise all the powers of the college. Without limitation the governors shall be responsible for the following functions:

- (a) determining and regularly reviewing the educational character and mission of the Institution and for oversight of its activities;
- (b) the effective and efficient use of resources, the solvency of the college and safeguarding the assets of the college;
- (c) approving annual estimates of income and expenditure; and
- (d) the recommendation to the member of any modifications to or revocation of these articles.

7. Governors may delegate

- (a) Subject to these articles, the governors may delegate any of the powers which are conferred on them under the articles:
 - (i) to a committee;

- (ii) the chair (or in his or her absence the vice chair); or
- (iii) the Principal,

by such means (including by power of attorney) to such an extent in relation to such matters or territories and on such terms and conditions as they think fit PROVIDED ALWAYS that the governors shall not delegate any of their functions as set out in article 6(a) and (b). Any such delegation shall be on the terms of scheme(s) of delegation approved by the board from time to time which may authorise further delegation of the governors' powers by any person to whom they are delegated.

- (b) The governors may revoke any delegation in whole or part, or alter its terms and conditions.

8. ~~Advisory Body~~ Board Committees

- (a) ~~The board shall establish a committee called the Search Committee. The board shall establish a committee called the Search and Governance Committee. It shall be comprised of such persons determined by the board.~~
- (b) The board shall set up and maintain an advisory body, established as three committees to consider on behalf of the board matters relating to (1) learners, teaching, learners and standards; (2) resources, finance, human resources, business oversight; and (3) ~~Curriculum & Standards Committee; Planning & Resources Committee; Audit & Risk Management Committee~~ which shall be comprised of such persons chosen by the Search and Governance Committee and approved by the board.
- (c) ~~Subject in the case of the Audit and Risk Committee, I~~ the governors may make rules of procedure and approve Terms of Reference for all or any committees.

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DECISION-MAKING BY GOVERNORS

9. Governors duties

All governors must comply with their legal obligations (including acting in the best interests of the college) as governors and shall not be bound to speak or vote by mandates given by any body or person.

10. Proceedings at governors meetings

- (a) Any decision of the governors must be by a majority decision at a meeting on the basis of one vote for every eligible governor. The chair or vice chair (when acting as chair) are entitled to a second or casting vote if there is an equal division of votes.
- (b) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible governor or to which each eligible governor has otherwise indicated agreement in writing.
- (c) A decision may not be taken in accordance with this article if the eligible governors would not have formed a quorum at such a meeting.
- (d) Any governor appointed who is under the age of 18 shall not vote at any board of governors meeting on any matter relating to the expenditure of money by the college or under which the college would enter in to any contract, or would incur any debt or liability, whether

immediate or contingent or otherwise.

- (e) No governor who is a student at the Institution shall take part in any meetings of the board of governors or any committee thereof at which another student's conduct, suspension or expulsion is to be considered or (if required by the board of governors) any matter related to a member or prospective member of staff.
- (f) No governor who is a member of staff at the Institution (except the Principal) shall (unless otherwise agreed by the board by a majority of eligible governors) take part in any meetings of the board of governors or any committee thereof at which any matter related to a member or prospective member of staff is to be discussed.

11. Governors' meetings

- (a) The college shall hold at least one board meeting during each term of the Institution (with a minimum of four meetings in each academic year of the Institution) meetings shall be convened by the company secretary or the clerk (except in relation to matters relating to the company secretary/clerk in which case the chair shall convene the meeting and be responsible for sending out all relevant papers therefor).
- (b) The chair or any two governors may in addition to the meetings referred to in article 11(a) call a governors' meeting by giving notice of the meeting to the governors or by authorising the company secretary (if any) to give such notice.
- (c) Notice of any governors' meeting must indicate:
 - (i) its proposed date and time;
 - (ii) where it is to take place;
 - (iii) its agenda; and
 - (iv) if it is anticipated that governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (d) Notice of a governors' meeting must be given to each governor, but need not be in writing and shall be by at least five calendar days before the date of the meeting.
- (e) Notice of a governors' meeting need not be given to governors who waive their entitlement to notice of that meeting, by giving notice to that effect to the college not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in governors' meetings

- (a) Subject to the articles, governors **participate** in a governors' meeting, or part of a governors' meeting, when:
 - (i) the meeting has been called and takes place in accordance with the articles; and
 - (ii) they can each communicate to the others any information or opinions they have on

any particular item of the business of the meeting.

- (b) In determining whether governors are participating in a governors' meeting, it is irrelevant where any governor is or how they communicate with each other.
- (c) If all the governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is; in the absence of such a decision, the meeting is deemed to take place at the location from where the chair participates.

13. Quorum for governors' meetings

- (a) At a governors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) The quorum for governors' meetings shall subject to article 16 and to paragraph (c) below, be five eligible governors which must include the Chair or Vice-Chair, of whom one shall be appointed under article 21(a)(i) and a majority shall be neither staff or students at the college.
- (c) If the total number of governors for the time being in office is less than the quorum required, the governor or governors in office must not take any decision other than a decision:
 - (i) to appoint further governors (for which purpose they shall convene a meeting of governors as soon as practicable); or
 - (ii) to call a general meeting so as to enable the member to appoint further governors.

14. Chair and Vice Chair

- (a) The governors shall appoint any governor to chair their meetings (to be known as the chair) and any governor to act as vice chair (to be known as the vice chair). Neither the Principal nor any member of staff or student member is eligible to be appointed chair or vice chair.
- (b) The chair and vice chair shall hold office for such period and on such terms as the board of governors decide from time to time. The chair and vice chair may resign at any time by giving written notice to the company secretary to that effect. The board of governors may remove the chair or vice chair by giving written notice to that effect if the chair or vice chair (as the case may be) is unfit or unable to carry out the functions of office.
- (c) If the chair is not participating in a governors' meeting within ten minutes of the time at which it was to start, the vice chair shall act as chair for that meeting.
- (d) The board of governors shall procure on or before the last meeting of the term of office of the chair or vice chair (as the case may be) that a replacement chair or vice chair (as the case may be) is appointed on the basis that subject to any rule or by-law made by the board of governors from time to time that the current chair or vice chair (as the case may be) is eligible for reappointment.

GOVERNORS' INTERESTS

15. Governors' interests in relation to transactions or arrangements with the college

The relevant provisions of the Companies Act (including without limitation sections 177 and 182 of the Companies Act) shall apply, subject to these articles, in relation to declarations of

interests in proposed and existing transactions or arrangements with the college.

16. Governors' interests in relation to transactions or arrangements with the college

- (a) A governor shall, as soon as reasonably practicable, declare the nature and extent of his or her interest in a relevant situation (as defined below) to the other governors or committee members if the relevant situation arises at a committee meeting of the college. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest. If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. The company secretary shall maintain a register of all such interests so disclosed.

If a situation (a **relevant situation**) arises in which a governor has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the college (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the college could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply:

- (i) if the relevant situation arises from the appointment or proposed appointment of a person as a governor of the college the governors (other than the governor, and any other governor with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the governor and the relevant situation on such terms as they may determine;
- (ii) if the relevant situation arises in circumstances other than in paragraph (i) above the governors or if a committee of the college then the committee members (other than in each case the governor and any other governor with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the governor of his or her duties on such terms as they may determine in accordance with these articles.

Any terms determined by the governors (or committee members as the case may be) under paragraphs (a)(i) or (a)(ii) may be imposed at the time of the authorisation or may be imposed or varied subsequently by the governors (or committee members as the case may be) but shall not allow the interested governors to vote (or remain in the board or committee meeting (as the case may be) and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation and shall include (without limitation) both the exclusion of the interested governors from all information and discussion by the college of the relevant situation and (without prejudice to the general obligations of confidentiality) the application to the interested governors of a strict duty of confidentiality to the college for any confidential information of the college in relation to the relevant situation PROVIDED ALWAYS that a governor can vote, be counted in the quorum and be present at meetings to consider any matter referred to in article 17(b) unless the other governors resolve otherwise.

Any reference in above to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

- (b) An interested governor must act in accordance with any terms determined by the governors.

17. Governors' interests generally and voting

- (a) Subject to the Companies Act and to articles 15 and 16, a governor notwithstanding his or her office:
- (i) may be a party to, or otherwise interested or participate in, any transaction or arrangement with the college or in which the college is otherwise interested, including any such pensions, other benefits, transactions or arrangements as are referred to in article 26;
 - (ii) may act by themselves or his or her firm in a professional capacity for the college (except as auditor) and s/he or his or her firm shall be entitled to remuneration as if s/he were not a governor;
 - (iii) may be a governor 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; and
 - (iv) shall not, by reason of his or her office (or of the fiduciary relationship established by holding that office), be accountable to the college for any remuneration, profit or other benefit resulting from any relevant situation authorised under article 16, and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any governor having an interest authorised under article 16 above.
- (b) Governors can attend, vote at and be part of the quorum for board meetings and committee meetings of the college to consider:
- (i) any proposal to take out insurance as envisaged in article 24(a)(iii);
 - (ii) relates to pay and conditions of all staff or all staff of a particular class of the college (except any governor acting as a representative (whether or not on behalf of a recognised trade union) for staff or the class thereof in the negotiations leading to the matter being out to the board of governors shall not be allowed to take part in, attend or vote or receive minutes thereof of that part of the meeting dealing with pay and conditions of staff or a class thereof); or
 - (iii) any proposal for any benefits under article 26 which apply to the governors as a whole;
- Subject in each case to complying with any requirements of the Charity Commission or any other regulator of the college from time to time and to such governors recognising their duties as governor of the college.
- (c) If a question arises at a meeting of governors or of a committee of governors as to the right of a governor to participate in the meeting (or part of the meeting) for voting and quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any governor other than the chair is to be final and conclusive.
- (d) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the governors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes.

18. Records of decisions to be kept

- (a) The governors must ensure that the college keeps a record, in writing, for at least 12 years from the date of the decision recorded, of every decision taken by the governors, member and committees of the college. The approval of the minutes of the last meeting shall be taken as an agenda item at the next meeting of the governors, member or committee (as the case may be) and if so approved at that next meeting shall be signed as a true record by the chair of the meeting.
- (b) Separate minutes of parts of meetings from which governors withdrew shall be kept and such persons as withdrew from the meeting shall not be entitled to see such minutes.

19. Governors' discretion to make rules and by-laws

The board of governors may from time to time make (and alter, make additions to and repeal from time to time) such rules or by- laws as they deem necessary or expedient or convenient for the proper conduct and management of the college provided that no such rule or by-law shall be inconsistent with or shall affect or repeal anything contained in these articles. Such rules and by-laws may, without limitation, deal with public access to meetings of the governors, its member and committees.

APPOINTMENT OF GOVERNORS

20. Number of governors

The number of governors shall not, unless otherwise determined by an ordinary resolution of the college, be subject to any maximum or minimum. No governor shall be entitled to appoint an alternate director.

21. Composition of the board of governors

- (a) The board of governors of the college, selected by the Search Committee, shall, subject to article 22 and further subject to the rights of the Welsh Government under section 31 of the Further and Higher Education Act 1992 to appoint members to the board of governors under section 39 of the Learning and Skills Act 2000, be composed of at least fifteen persons including:
 - (i) at least two persons nominated by the University through its Nominations and Governance Committee;
 - (ii) one person elected by the students of the college who shall be a student at the college but so that if such person is under eighteen then such person shall be an observer only at the board of governors;
 - (iii) two persons; one elected by and from the staff of Coleg Sir Gar and one by and from its subsidiary Coleg Ceredigion;
 - (iv) the Principal of the Institution; and
 - ~~(v) at least two persons nominated by the Board of Coleg Ceredigion;~~
 - (vi) any person appointed pursuant to Article 21(c).
- (b) The term of office and the maximum total periods that a person can serve as a governor of

the college if appointed:

- (i) shall be four years (renewable once) unless otherwise determined by the board of governors from time to time; save that
- (ii) the term of office of the Principal or member of staff appointed under article 21(a)(iii) shall automatically cease if they cease to be employed and the student appointed under article 21(a)(ii) shall automatically cease if they cease to be a student.

(iii) the term of office of a member appointed under article 21(a)(i) shall automatically cease if their nomination by the University is removed.

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AND SO THAT for the avoidance of doubt any period served by a governor as a governor of Coleg Sir Gar FEC shall count towards the periods referred to in the article above.

- (c) The University may at any time, and from time to time, appoint any person to be a governors, ~~either~~ as an additional governor to fill a vacancy and may remove from office any governor so appointed. Any such appointment or removal shall be effected by notice in writing to the college.

22. Ineligibility to be a governor and termination of governor's appointment

A person is ineligible to be a governor and ceases to be a governor as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director by law or prohibited from being the trustee or director of a charity and continues for so long as such impediment subsists;
- (b) a bankruptcy order is made against that person and continues whilst that person remains an undischarged bankrupt;
- (c) a composition or arrangement (including an individual voluntary arrangement) is made with that person's creditors generally in satisfaction of that person's debts and continues for a period of three years from the date that such composition or arrangement is made or that person's debts are paid off in full (whichever shall first occur);
- (d) a registered medical practitioner who has examined him or her gives a written opinion to the college stating that such person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) the appointment of the person will breach any maximum terms of office applicable to governors;
- (g) that person is not at least eighteen years old;
- (h) that governor has been absent from board meetings of the college for six or more consecutive months without the consent of the board of governors and the board of

governors resolve to remove that governor from office;

(i) that governor is unfit or unable to discharge the functions of a governor or his or her conduct calls themselves or the college in to disrepute and the board of governors resolve to remove that governor from office;

(j) that governor is subject to a Disclosure and Barring Service (DBS) check which is unsatisfactory in the reasonable opinion of the board;

(k) that person is convicted whether in the United Kingdom or elsewhere of any offence punishable by imprisonment and continues for five years from the date of release from such imprisonment if the term of imprisonment is for less than two and a half years or otherwise continues for a period of twenty years from the date of release; or

(l) notification is received by the company secretary from the governor that the governor is resigning from office, and such resignation has taken effect in accordance with its terms.

23. Company secretary and clerk

(a) A company secretary shall be appointed by the board of governors, subject to the provisions of the Companies Act, on such terms and at such remuneration as they think fit. The board of governors shall be entitled to remove the company secretary.

(b) The college shall also appoint a clerk to the institution. The company secretary shall also act as the clerk of the institution.

(c) As clerk to the institution s/he shall be responsible for:

(i) advising the college and its governors on their powers;

(ii) advising the college and its governors and committees on procedural issues;

(iii) advising the college and its governors with regard to the conduct of the college's business; and

(iv) advising the college and its governors with regard to matters of governance practice.

(d) The company secretary shall be entitled to attend all meetings of the board of governors or member or committees of the college unless s/he has a conflict of interest in which case the board of governors shall appoint a clerk for that part of the meeting from amongst the governors present or otherwise as they see fit. The clerk (if a different person to the company secretary) shall attend such parts of the board meetings as required.

24. Governors' services and remuneration

(a) No governor shall (without the approval of the Charity Commission or other regulator of the college from time to time) be appointed to any paid office of the college subject to the following exceptions:

(i) governors may be reimbursed expenses under article 25 hereof;

(ii) governors may consider and vote upon proposals both for the college to insure the

majority of the governors and the college (under article 55 hereof) against liabilities incurred by them arising out of their office and for the college to obtain such insurance and pay the premiums therefor.

25. Governors' expenses

The college may pay any reasonable expenses which the governors and the company secretary (if any) properly incur in connection with their attendance at:

- (a) meetings of governors or committees of governors; or
- (b) general meetings;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the college.

26. Pensions and other benefits

The governors may, subject to any requirements of the Charity Commission, exercise all the powers of the college to:

- (a) pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time in the employment or service of the college or of any body corporate which is or was associated with the college or of the predecessors in business of the college or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the governors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums; and
- (b) support and subscribe to any institution or association which may be for the benefit of the college or employees of the college or their relatives or dependants and to support and subscribe to any charitable or public object whatsoever.

27. Audit and Risk Management Committee

- (a) The board shall, under Article 8(b) establish and maintain a committee to be known as the Audit and Risk Management Committee to advise the board on matters relating to the college's audit and risk arrangements and systems of internal control.
- (b) The Audit and Risk Management Committee shall consist of such persons as are approved by the board from time to time and shall operate in accordance with any requirements of the Welsh Government (or any successor thereto) for so long as the college is funded in whole or part by the Welsh Government (or successor thereto).

28. Principal

The Principal shall be the Principal of the Institution and be appointed by the Board upon such terms as the Board determines. The Principal shall also be the Principal of its subsidiary Coleg Ceredigion and carry the title of Provost of the University and shall serve on a range of University committees as specified in University ordinances from time to time. The Principal

shall be part of the senior directorate of the University. The Principal shall in addition be responsible for the following functions:

- (a) making proposals to the board of governors about the educational character and mission of the college and implementing decisions of the board of governors;
- (b) the determination of the Institution's academic and other activities;
- (c) monitoring the performance of the college and the quality of its provision;
- (d) preparing annual estimates of income and expenditure for consideration and approval by the governors and the management of budget and resources within the estimates approved by the governors;
- (e) the organisation, direction and management of the Institution and leadership of the staff;
- (f) the appointment, assignment, grading, appraisal, suspension, dismissal and determination within the framework set by the governors of the pay and conditions of service of staff; and
- (g) maintaining student discipline and, within the college rules and procedures from time to time, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

The Principal shall be entitled to delegate any of the above functions to any suitable person or persons subject to the terms of any schemes of delegation of the college from time to time.

29. Students

- (a) Any students union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the college and no amendment to or rescission of that constitution, in whole or in part, shall be valid unless approved by the college.
- (b) Any students union shall present its accounts annually to the college for approval by the college.
- (c) After consultation with the representatives of the students, the college 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).

MEMBERSHIP

30. Membership

The member of the college shall for so long as the University so resolve be the University but so that if the University so approves such third party or parties as approved by the University shall also be members of the college.

31. Conditions of membership

- (a) Membership is not transferable or transmittable nor can it be mortgaged, charged or

otherwise encumbered.

- (b) In addition to article 31(a) a person's membership terminates when that person dies or ceases to exist.

32. College not bound by less than absolute interests

Except as required by law, no person is to be recognised by the college as holding any membership interest upon any trust, and except as otherwise required by law, the college is not in any way to be bound by or recognise any interest in a membership other than the holder's absolute ownership of it and all the rights attaching to it.

33. Membership certificates

The college shall issue each member, free of charge, with one or more certificates in respect of the membership interest which that member holds in a form approved by the governors.

34. Replacement membership certificates

- (a) If a certificate issued in respect of a member's interest is:

- (i) damaged or defaced; or
- (ii) said to be lost, stolen or destroyed;

that member is entitled to be issued with a replacement certificate.

- (b) A member exercising the right to be issued with such a replacement certificate must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the governors decide.

RESTRICTIONS ON INCOME AND CAPITAL

35. Income, dividends

- (a) A membership interest does not of itself entitle the holder to any rights of participation in the surpluses or other profits of the college but so that any member which is a charity shall not be deprived of any right as a result of being a member of the college.
- (b) A membership interest does not of itself entitle the holder to any rights of participation in the capital of the college but so that any member which is a charity shall not be deprived of any right as a result of being a member of the college.

36. Winding up

Subject to the provisions of the Companies Act and any insolvency laws the member may by special resolution resolve to wind up or dissolve the college. If, upon the winding up or dissolution of the college there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or distributed to the University if it be a member but otherwise shall not be paid to or distributed among the other members of the company (unless such members qualify as a permitted distributee under the provisions of this article), but shall be given or transferred to such other body or institution to be applied for charitable purposes providing education or services related to education, which prohibits the distribution of its income and property to an extent at least as great as is imposed upon the

college by the first proviso to article 4(a), article 35 and this article, as the member of the college shall resolve at or before the time of dissolution.

DECISION-MAKING BY MEMBERS – ORGANISATION OF GENERAL MEETINGS

37. Notice of general meeting

A member present either in person or by proxy, at any general meeting of the college shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.

38. Attendance and speaking at general meetings

- (a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (b) A person is able to exercise the right to vote at a general meeting when:
 - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (c) The governors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (d) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

39. Quorum for general meetings

- (a) No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (b) The quorum for a general meeting shall be the University if it be a member but otherwise shall be at least two authorised representatives of members of the college.

40. Chairing general meetings

- (a) The chair from time to time of the University shall chair general meetings if present and willing to do so. The chair is not entitled to a second or casting vote.
- (b) If the chair of the University is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then the chair of the college shall chair the meeting or if s/he is not present or unwilling to chair the meeting then the member present

must appoint a person to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

- (c) The person chairing a meeting in accordance with this article is referred to as the chair of the meeting.

41. Attendance and speaking by governors and non-members

- (a) The chair of the meeting may permit other persons who are not:
 - (i) members of the college; or
 - (ii) otherwise entitled to exercise the rights of members in relation to general meetings,to attend and speak at a general meeting.

42. Adjournment

- (a) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- (b) The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - (i) the meeting consents to an adjournment; or
 - (ii) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (c) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (d) When adjourning a general meeting, the chair of the meeting must:
 - (i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the governors; and
 - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the college must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (i) to the same persons to whom notice of the college's general meetings is required to be given; and
 - (ii) containing the same information which such notice is required to contain.
- (f) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

43. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. Each member shall have one vote whether on a show of hands or on a poll.

44. Errors and disputes

- (a) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (b) Any such objection must be referred to the chair of the meeting, whose decision is final.

45. Poll votes

- (a) A poll on a resolution may be demanded:
 - (i) in advance of the general meeting where it is to be put to the vote; or
 - (ii) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (b) A poll may be demanded by:
 - (i) the chair of the meeting;
 - (ii) the governors; or
 - (iii) any member.
- (c) A demand for a poll may be withdrawn if:
 - (i) the poll has not yet been taken; and
 - (ii) the chair of the meeting consents to the withdrawal.
- (d) Polls must be taken immediately and in such manner as the chair of the meeting directs.

46. Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the governors may determine; and
 - (iv) is delivered to the college in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

- (b) The college may require proxy notices to be delivered in a particular form, and may specify *different forms for different purposes*.
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47. Delivery of proxy notices etc.

- (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the college by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the college a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

48. Amendments to resolutions

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) notice of the proposed amendment is given to the college in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
 - (ii) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (i) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- (c) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

49. Means of communication to be used

- (a) Subject to the articles, anything sent or supplied by or to the college under the articles may be sent or supplied in any way in which the Companies Act 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 college.
- (b) Subject to the articles, any notice or document to be sent or supplied to a governor in connection with the taking of decisions by governors may also be sent or supplied by the means by which that governor has asked to be sent or supplied with such notices or documents for the time being.
- (c) A governor may agree with the college that notices or documents sent to that governor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

50. When a communication from the college is deemed received

- (a) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post.
- (b) Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left.
- (c) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of college.
- (d) If the college receives a delivery failure notification following a communication by electronic means in accordance with paragraph (c), the college shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the member either personally or by post addressed to the member at his or her or its registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph (c).

51. Notices in writing given to the college by members

Any notice in writing given to the college by a member (or members) shall take effect when it is lodged at the registered office or produced to any governors' meeting.

52. Company seals

- (a) The college shall have a common seal.
- (b) The common seal may only be used by the authority of the board.
- (c) The governors may decide by what means and in what form the common seal is to be used.
- (d) Unless otherwise decided by the governors, if the common seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (e) For the purposes of this article, an authorised person is:

- (i) any governor of the college;
- (ii) the company secretary ~~(if any)~~; or
- (iii) any person authorised by the governors for the purpose of signing documents to which the common seal is applied.

- (f) The college may exercise the powers conferred by the Companies Act with regard to having official seals and those powers shall be vested in the governors. Subject to the Companies Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, and affixed in such manner as the governors may from time to time determine.

53. Provision for employees on cessation of undertaking

The governors may decide to make provision for the benefit of persons employed or formerly employed by the college or any of its subsidiaries (other than a governor or former governor or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the college or that subsidiary.

GOVERNORS' INDEMNITY AND INSURANCE

54. Indemnity

- (a) Subject to paragraph (e), a relevant governor of the college may be indemnified out of the college's assets against:
 - (i) any liability incurred by that governor in connection with any negligence, default, breach of duty or breach of trust in relation to the college;
 - (ii) any liability incurred by that governor in connection with the activities of the college in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act);
 - (iii) any other liability incurred by that governor as an officer of the college.

- (b) The college may fund the expenditure of a relevant governor of the college for the purposes permitted under the Companies Act and may do anything to enable such relevant governor

to avoid incurring such expenditure as provided in the Companies Act.

- (c) No relevant governor of the college shall be accountable to the college or the member for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a governor of the college.
- (d) The powers given by this article shall not limit any general powers of the college to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief.
- (e) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law or any provision of charity law for so long as the college is a charity.
- (f) In this article and in article 55 a **relevant** governor means any director or former director of the college.

55. Insurance

- (a) The governors may decide to purchase and maintain insurance, at the expense of the college, for the benefit of any relevant director in respect of any relevant loss which insurance shall whilst the college be a charity comply with all applicable charities law.
- (b) In this article a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the college, any associated company or any pension fund or employees' share scheme of the college or associated company.

56. Audit

- (a) The board shall ensure that the college appoints external auditors under the Companies Act.
- (b) The college shall keep and prepare proper accounts and records as required under the Companies Act, any charities regulations (for so long as it is a charity) and in accordance with the requirements of any UK Government funding body. It shall procure that such accounts shall be audited annually by its auditors.

57. Charities issues

- (a) If the college is a charity then it shall comply with all requirements on it either as a registered charity (including annual returns) or as an exempt charity (if the college is an exempt charity).
- (b) Any property transferred to the college from Coleg Sir Gar Further Education Corporation or any other further education corporation established under the Further and Higher Education Act 1992 shall be held by the college on trust to be used for exclusively charitable purposes which are exclusively educational.

58. Change of name

The college shall only change its name pursuant to a special resolution of the member to change its name.

59. Amendments to these articles

These Articles may be modified or replaced by a special resolution of the member and in accordance with section 31(4) of the Further and Higher Education Act 1992.

60. Copies of these articles

- (a) A copy of these articles shall be given free of charge to every member of the college and to all the governors.
- (b) A copy of these articles shall be given to any person who requests them at a fee (if any) determined by the board from time to time (such fee not to exceed the copying costs incurred).
- (c) A copy of these articles shall be available for inspection at the Institution on request during normal office hours to any member of staff or any student at the Institution.