

No: 246919

THE COMPANIES ACT, 1985

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

GOODENOUGH COLLEGE

**MEMORANDUM & ARTICLES
OF ASSOCIATION**

Amended by Special Resolutions passed on 19 June 1945, 2 October 1962, 4 March 1965, 19 March 1974, 27 October 1998, 22 October 2002, 2 December 2003, 20 April 2004, 16 October 2007, 12 October 2010, 5 April 2011 and 14 October 2014



THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

GOODENOUGH COLLEGE

*(As altered by Special Resolution of the Company passed on 19 June 1945
the alterations having been confirmed by Order of the High Court
of Justice, Chancery Division, dated 21 November 1946 and by
Special Resolutions of the Company passed on 2 October 1962,
4 March 1965, 19 March 1974, 27 October 1998, 22 October 2002, 2 December 2003,
20 April 2004 and 16 October 2007*

- 1 The name of the Company ("the College") is DOMINION STUDENTS' HALL TRUST¹
- 2 The registered office of the College will be situate in England
- 3 ²The objects for which the College is established are to organise, encourage and assist the education in England of students ("Resident members of the College") from any part of the world, giving preference to students from The Commonwealth (with priority for students from those nations less able from time to time to provide resources and facilities of their own)

³PROVIDED THAT

¹ Name changed by Special Resolution dated 10 October 1974 to London House for Overseas Graduates and by further Special Resolution dated 22 October 1991 to The London Goodenough Trust for Overseas Graduates and by further Special Resolution dated 17 April 2001 to Goodenough College

² Amended by Special Resolutions dated 19 June 1945, 2 October 1962, 4 March 1965, 19 March 1974, 22 October 2002, 2 December 2003 and 20 April 2004

³ Amended by Special Resolutions dated 2 October 1962 and 4 March 1965

for the purposes of this memorandum of association the expression "student" shall mean and include all persons, both male and female, who for the purposes of education in any branch of knowledge, thought, philosophy or endeavour, or for any other related or connected purpose shall require residential accommodation or other services whilst resident in the United Kingdom for those purposes

- 4 To achieve the objects set out in clause 3 above and in furtherance of these objects the College may undertake all or any of the following measures or any other measures that the College may from time to time think proper, that is to say

- 4 1 ⁴To maintain in Mecklenburgh Square London and elsewhere a college⁵ and other property for the provision of suitable accommodation education and all necessary and proper ancillary services for Resident members of the College and to include the provision of suitable accommodation for the partners and children of Resident members of the College in circumstances which in the opinion of the Board indicate the need either on educational or financial grounds;
- 4 2 To provide buildings, rooms, facilities and equipment for study, recreation and social and cultural intercourse;
- 4 3 To provide educational facilities⁵
- 4 4 To provide facilities for sport and recreation,
- 4 5 To hold and administer property and funds of all kinds on behalf of clubs and societies constituted wholly or mainly of Resident members of the College and ancillary to their education,
- 4 6 To undertake and administer any trusts for the furtherance of any of the objects of the College or any like objects, and hold and administer any property or funds subject to any such trusts,
- 4 7 To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and construct, maintain, alter, furnish and equip, any buildings necessary or convenient for the purpose of the College,
- 4.8 To borrow or raise or secure the payment of money in such manner as the Board may think fit, and in particular by the issue of debentures charged upon all or any of the property of the College or by mortgage or charge of any such

⁴ Amended by Special Resolution dated 4 March 1965

⁵ Amended by Special Resolution dated 2 December 2003

property

- 4 9 To sell any real or personal property of the College, and to grant leases and tenancies and to accept surrenders of leases and tenancies and to make allowances to and arrangements with tenants as may be deemed expedient in the interests of the College,
- 4.10 ⁶To engage and remunerate officers, servants or agents as the College may think fit,
- 4 11 To invest the moneys of the College not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- 4 12 To promote or assist in the promotion of any society proposed to be incorporated by Act of Parliament or Royal Charter with a view to such society taking over and carrying on the undertaking of the College or any part thereof if such promotion is thought desirable in the interests of education,
- 4.13 ⁷To provide indemnity insurance to cover the liability of the Directors and other Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the College and to cover the costs incurred in defending any proceedings in respect of such matters

Provided that:

4 13 1 Any such insurance shall not extend to any claim arising from any act or omission which the Directors and other Governors knew to be a breach of trust or breach of duty or which was committed by the Directors and other Governors in reckless disregard to whether it was a breach of trust or breach of duty or not,

4 13 2 Any such insurance shall not extend to:

4.13 2 1 any penalty arising from a criminal prosecution or

4 13 2.2 the costs of any unsuccessful defence of a criminal prosecution brought against the Directors and other Governors in their capacity as directors and governors of the College

- 4 14 To do all such other lawful things as are incidental or conducive to the attainment of the above objects

⁶ Amended by Special Resolutions dated 4 March 1965 and 2 December 2003

⁷ Amended by Special Resolution dated 27 October 1998

⁸Provided that

4 14 1 In case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,

4 14 2 The College shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members, or others, any regulation, restriction or condition which if an object of the College would make it a trade union

5 ⁹The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of the objects of the College as set out in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members. Provided that

5 1 nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the College or to any Member in return for any services actually rendered to the College, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum above Barclays Bank Plc base rate from time to time on money lent or reasonable and proper rent for premises demised or let by any Member,

5 2 no Director shall be appointed to any salaried office of the College or any office of the College paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the College to any Director except repayment of out-of-pocket expenses and interest at a rate not exceeding 2 per cent per annum above Barclays Bank Plc base rate from time to time on money lent or reasonable and proper rent for premises demised or let to the College,

5.3 clause 5 2 shall not apply to any payment to any company of which a Member may be a member, and in which that person shall not hold more than one-hundredth part of the capital, and that person shall not be accountable for any share of profit that he may receive in respect of such payment,

5 4 nothing in this document shall prevent any payment in good faith by the College pursuant to the power contained in clause 4.13 of any premium in respect of any indemnity insurance to cover the liability of the Directors or Governors 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

⁸ Amended by Special Resolution dated 4 March 1965

⁹ Amended by Special Resolutions dated 4 March 1965, 27 October 1998 and 2 December 2003

- 6 ¹⁰The liability of the Members is limited.
- 7 ¹⁰If the College is wound up every Member and every person who was a Member during the year ending on the date of winding up will contribute not more than one guinea towards
- 7 1 payment of the debts and liabilities of the College insured before the contributor ceased to be a Member,
- 7 2 the costs of winding up, and
- 7 3 the adjustment of rights and contributions between the Members
- 8 ¹¹If upon the winding up or dissolution of the College there remains after satisfaction of all its debts or liabilities any property whatsoever the same shall not be paid to or distributed among the Members but if and so far as effect can be given to the next provision shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 5 hereof such institution or institutions to be determined at or before the time of dissolution by a general meeting of the College and if and so far as effect cannot be given to the foregoing provisions, then to some other charitable object.
- 9 ¹⁰True accounts shall be kept of all sums of money received or expended by the College and the matters in respect of which such receipts or expenditure take place and of the property, credits and liabilities of the College, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the College such accounts shall be open to the inspection of the Members Once at least every year the accounts of the College shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors
- 10 ¹²
- 10 1 Nothing in this memorandum of association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005
- 10 2 Words and phrases defined in the articles of association shall bear the same meaning in this memorandum of association

WE, the several persons whose names and addresses are subscribed, are desirous of being

¹⁰ Amended by Special Resolutions dated 2 December 2003

¹¹ Amended by Special Resolutions dated 4 March 1965 and 2 December 2003

¹² Amended by Special Resolution dated 16 October 2007

formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F C GOODENOUGH,
FREDERICK CRAUFURD GOODENOUGH,
 Filkins Hall, Oxfordshire,
 (Chairman of Barclays Bank Limited), (British Subject)

H T McAULIFFE,
 HENRY THOMAS McAULIFFE,
 Runnymede, Blackheath, London, SE3,
 (Knight Bachelor),
 Chartered Accountant, (British Subject)

LEOPOLD STENNETT AMERY,
 112 Eaton Square, SW1,
 Privy Councillor, Member of Parliament, (British Subject)

JAMES RICHARD BARON ATKIN OF ABERDOVEY,
 St Ermin's, Westminster, SW1,
 Privy Councillor, Lord of Appeal in Ordinary (British Subject)

LOTHIAN
 PHILIP HENRY KERR MARQUESS OF LOTHIAN,
 29 St James Place, London, SW1,
 Secretary to the Rhodes Trust, (British Subject)

HERBERT ALBERT LAURENS FISHER,
 The Wardens Lodgings, New College, Oxford,
 Privy Councillor,
 Warden of New College, Oxford, British

JOHN CAULCUTT,
 Oaklands, Watford,
 Director & General Manager, Barclays Bank,
 D C & O, British

DATED 20 March 1930

WITNESS to the signatures of Frederick Craufurd Goodenough, Henry Thomas McAuliffe,
Leopold Stennett Amery and John Caulcutt

F R CUMMINS,
54 Lombard Street, London, EC3
Private Secretary

WITNESS to the signature of James Richard Baron Atkin of Aberdovey

PETER BIRD,
Barclays Bank Limited
54 Lombard Street, London, EC,
Bank Messenger

WITNESS to the signature of Philip Henry Kerr Marquess of Lothian

ALICE DOBIE,
17 Waterloo Place, SW1,
Private Secretary

WITNESS to the signature of Herbert Albert Laurens Fisher

SYLVIA H L BARKWORTH,
81 St John's Road, Oxford
Secretary

THE COMPANIES ACT, 1985

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

**NEW
Articles of Association**

OF

GOODENOUGH COLLEGE

*(Adopted by Special Resolutions passed on 2 December 2003 and 20 April 2004 and amended
by Special Resolutions passed on 12 October 2010, 5 April 2011 and 14 October 2014)*

DEFINITIONS

- 1 In the Articles unless the context otherwise requires

"the Act" means the Companies Act, 1985 and any statutory modification or re-enactment of it,

"the Acts" means the Act and the Charities Act 1993 and any statutory modification or re-enactment of it,

"Advisory Council" means the Advisory Council of Governors constituted under the Articles,

"Articles" means these articles of association of the College,

"Board" means the board of directors of the College constituted under the Articles,

"Chairman" and "Vice-Chairman" mean respectively the chairman and vice-chairman (if

any) or (if more than one) the relevant vice-chairman of the Board,
 "College" means Goodenough College being the company incorporated under the Memorandum and the Articles,
 "Director" means a member of the Board,
 "Governor" means a member of the Advisory Council
 "Member" means a member of the College for the purpose of the Act,
 "Resident member of the College" means a student resident at the College falling within the description in clause 3 of the Memorandum,
 "Memorandum" means the memorandum of association of the College,
 "President" and "Vice-President" mean respectively the president and vice-president (if any) or (if more than one) the relevant vice-president of the Advisory Council,
 "Nominations Committee" means the nominations committee of the Board constituted pursuant to Article **Error! Reference source not found.**;
 "Secretary" means the secretary of the College and includes any temporary or assistant secretary appointed by the Board to undertake the duties of the secretary;
 "writing" includes any mode of reproducing words in visible form;
 words in singular form include the plural and vice versa, and
 words defined in the Memorandum have the same meanings when used in the Articles

MEMBERSHIP

- 2 The number of Members is limited as provided by Articles 3 and 24 1.
- 3 The Members shall be the persons who are Governors.
- 4 No person shall be admitted as a Member who, if so requested, has not signed an admission document in such form as may be determined by the Board
- 5 A Member may resign by giving one month's notice in writing to the Secretary and shall cease to be a Member upon the expiry of such notice A Member who ceases to be a Governor shall at the same time cease to be a Member
- 6 The College shall comply with the provisions of the Act in relation to its register and index of Members

GENERAL MEETINGS

- 7 The College shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the College and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.
- 8 All general meetings other than annual general meetings shall be called Extraordinary General Meetings.
- 9 The Board may convene an extraordinary general meeting when it sees fit, and shall do so if a meeting is requisitioned in accordance with the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any two or more Members may validly act together for that purpose.

NOTICE OF GENERAL MEETINGS

- 10 An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the College other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall in every case be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the College in general meeting, to such persons as are under the Articles entitled to receive such notices from the College. Provided that a meeting of the College shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
 - 10 1 in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat,
 - 10 2 and in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members

- 11 The accidental omission to give notice of a meeting to or the non-receipt of a notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and reports of the Board and auditors and the fixing of the remuneration (if any) of the auditors.
- 13 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 otherwise herein provided ten Members present in person or by proxy shall be a quorum
- 14 If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Members present shall be a quorum
- 15 The President or in his absence the Vice-President or if there shall be more than one Vice-President the senior of them present shall preside as chairman at every general meeting of the College If there is no such President or Vice-President or if at any meeting neither the President nor any Vice-President is present within fifteen minutes after the time fixed for the holding of the meeting or is willing to act as chairman of the meeting the Chairman or in his absence the Vice-Chairman or if there shall be more than one Vice-Chairman the senior of them present shall preside as chairman If at any meeting neither the Chairman nor Vice-Chairman is present within fifteen minutes after the time fixed for the holding of the meeting or is willing to act as chairman of the meeting then the Members present shall choose some member of the Board or if no member of the Board is present or if all the members of the Board present decline to take the chair they shall choose some Member present to be chairman of the meeting
- 16 The chairman 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 the business left unfinished at the meeting from which the adjournment took place

- 17 When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 18 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - 18 1 by the chairman of the meeting, or
 - 18 2 by at least five Members present in person or by proxy, or
 - 18 3 by less than five Members present in person or by proxy provided that they represent not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution The demand for a poll may be withdrawn

- 19 Except as provided in Article 21 if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 21 A poll demanded on the election of a chairman of the meeting or on a question of

adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll.

- 22 Every Member shall have one vote only. A person present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands or on a poll. In any case where the same person is appointed proxy for more than one Member he shall on a show of hands or on a poll have as many votes as the number of Members for whom he is proxy.

ADVISORY COUNCIL

23

- 23.1 There shall be an Advisory Council of the College the members of which shall be called Governors.

- 23.2 The functions of the Advisory Council will be advisory and consultative. It will in particular:

23.2.1 respond to requests for advice from the Board concerning the direction and strategy of the College and any other matters referred to it by the Board; and

23.2.2 act as a sounding board on issues directly affecting the College.

Save as provided in these Articles the Advisory Council will have no authority in or responsibility for the management and affairs of the College.

- 23.3 The Governors shall consist of

23.3.1 Elected Governors, and

23.3.2 Ex-Officio Governors

but for the avoidance of doubt shall not include Emeritus Governors appointed pursuant to article 50.

24

- 24.1 The number at any one time of the Elected Governors shall not be less than 20 nor more than 50 and shall at all times be at least one third more in number than the number of Ex-Officio Governors for the time being.

- 24.2 The Governors holding office at the time of the adoption of these Articles (other

than and except any Ex-Officio Governors or Emeritus Governors) shall be deemed to be Elected Governors

24 3 ¹³Subject to the provisions of Article 24 4

24 3 1 the Elected Governors shall be elected on the recommendation of the Nominations Committee at annual general meetings of the College
Nominations may be made to the Nominations Committee at any time

24 3 2 The body of Elected Governors shall include the Chair for the time being of the Council of the Resident Members of College and in addition may include up to two other individuals nominated by the Resident Members of the College (the "Student Governors")

24 4 ¹⁴Subject to the provisions of paragraph 24 4 7 below the term of office of an elected Governor shall not exceed three years An Elected Governor will be eligible for re-election for a maximum of a further four terms, each of which shall not exceed three years (subject to the provisions of paragraph 24 4.7 below)
Provided that

24 4 1 an Elected Governor shall not remain in office after the fifteenth anniversary of the date of his first appointment as a Governor,

24 4 2 an Elected Governor will remain an Elected Governor for as long as he is a Director notwithstanding the time limits set out above;

24 4.3 a retiring Elected Governor shall retain office until the conclusion of the meeting at which he retires,

24 4 4 a Governor deemed to be an Elected Governor pursuant to Article 24 2 may remain an Elected Governor for a period not exceeding three years after the date of adoption of these Articles notwithstanding the time and age limits set out above,

24 4 5 a Student Governor's office shall terminate automatically when he ceases to be a Resident member of the College,

24 4 6 the Advisory Council may exercise a discretion to extend the term of office for any individual Elected Governor beyond the term of three years by the passing of a resolution by simple majority "

24 5 The Board may on nomination from the Nominations committee appoint a person who is willing to act to be an Elected Governor, either to fill a casual vacancy or as an additional Elected Governor, provided that the appointment

¹³ Amended by Special Resolution dated 12 October 2010 and Special Resolution dated 14 October 2014

¹⁴ Amended by Special Resolution dated 5 April 2011 and Special Resolution dated 14 October 2014

does not cause the number of Elected Governors to exceed the maximum number stated in Article 24 1 A co-opted Elected Governor shall retire at the annual general meeting next following the date of his appointment, but will be eligible for re-election subject to the provisions of Article 24 4

25

25 1 The Ex-Officio Governors shall be the holders for the time of being of such offices as the Advisory Council shall from time to time determine who shall upon notifying the College in writing that they are willing to serve in such office ipso facto become Ex-Officio Governors The Ex-Officio Governors holding office as such at the date of the adoption of these Articles shall be deemed to have been duly appointed by virtue of an office determined by the Advisory Council.

25 2 Every Ex-Officio Governor shall cease to be a Governor upon.

25 2 1 ceasing to hold the office by virtue of the holding of which he became an Ex-Officio Governor, or

25.2 2 the passing of a resolution of the Advisory Council by simple majority that the office by virtue of the holding of which he became an Ex-Officio Governor will no longer be an office the holder of which will be an Ex-Officio Governor, or

25 2 3 the passing of a resolution of the Advisory Council by simple majority requiring him to vacate the office of Ex-Officio Governor

26 ¹⁵Any Governor (other than a Student Governor) who ceases to be a Member shall cease to be a Governor

27

27 1 Meetings of the Advisory Council, which shall be held not less than twice a year, may be summoned, with not less than 28 days' notice at any time by the President, by the Secretary on the President's behalf, or on requisition of not less than ten Elected Governors addressed in writing to the Secretary. Such notice shall state the nature of the business proposed to be transacted at the meeting, and shall be deemed to have been properly served if sent in accordance with procedure approved by the Board whether in regulations or otherwise A Governor who is absent from the United Kingdom shall not be

¹⁵ Amended by Special Resolution dated 12 October 2010

entitled to such notice. The quorum for meetings of the Advisory Council will be one third of the Governors for the time being in office, of whom the majority must be Elected Governors, in each case present in person or by proxy.

- 27.2 Every Governor will have one vote only. A person present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands or on a poll. In any case where the same person is appointed proxy for more than one Governor he shall on a show of hands or on a poll have as many votes as the number of Governors for whom he is a proxy.

28

- 28.1 The Advisory Council will appoint the President of the Advisory Council and (if thought fit) a Vice-President or two or more Vice-Presidents of the Advisory Council on the recommendation of the Nominations Committee (to whom nominations may be made at any time) and determine the period for which they respectively are to take office. The term of the President and any Vice-Presidents will not

28.1.1 exceed ten years, or

28.1.2 extend beyond the seventieth birthday of the person concerned.

- 28.2 The President so appointed shall take the chair at all meetings of the Advisory Council at which he is present.

- 28.3 If at any meeting the President so appointed shall not be present within five minutes after the time fixed for any meeting the Vice-President (if any) or if there shall be more than one Vice-President the senior of them present as aforesaid shall take the chair.

- 28.4 If there shall be no such Vice-President present or willing to act the other Governors present may choose one of their number to act as chairman for such meeting.

- 28.5 For the purpose of this Article seniority of any Vice-President shall be determined by the date upon which he was appointed to such office.

- 28.6 If the President is not a member of the Board he will be entitled to attend meetings of the Board but not to vote at those meetings.

- 29 The Governors may act for all purposes notwithstanding any vacancy in their number, and all proceedings at any meeting of the Advisory Council shall be valid and effectual notwithstanding that it may be afterwards discovered that any of the Governors has been informally elected or is without any proper qualifications

PROXIES

30

30.1 No person may be appointed a proxy who is not a Governor

30.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) –

Goodenough College

I/We, _____, of _____, being a
Member/Governor of the above-named company, hereby appoint
_____, of _____
, or failing him, _____ of _____
, as my/our proxy to vote in my/our names(s) and on my/our
behalf at the annual/extraordinary general/Advisory Council meeting of the
Company to be held on _____ 20____, and at any adjournment
thereof

Signed on _____ 20____

- 31 Where it is desired to afford Members/Governors an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) –

Goodenough College

I/We, _____, of _____, being a
Member/Governor of the above-named company, hereby appoint

_____,
_____, or failing him, _____ of _____,
_____, as my/our proxy to vote in my/our names(s) and on my/our
behalf at the annual/extraordinary general Advisory Council meeting of the
Company to be held on _____ 20_____, 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 proxy may vote as he thinks fit or abstain from
voting.

Signed this _____ day of _____ 20____

- 32 The appointment of a proxy and any authority under which it is executed or a copy of
such authority certified notarially or in some other way approved by the Directors may
—
- (a) in the case of an instrument in writing be deposited at the office or at such other
place within the United Kingdom as is specified in the notice convening the
meeting or in any instrument of proxy sent out by the College in relation to the
meeting not less than 48 hours before the time for holding the meeting or
adjourned meeting at which the person named in the instrument proposes to
vote, or
 - (b) in the case of an appointment contained in an electronic communication, where
an address has been specified for the purpose of receiving electronic
communication -
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the College in relation to the
meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a
proxy issued by the College in relation to the meeting,be received at such address not less than 48 hours before the time for holding
the meeting or adjourned meeting at which the person named in the
appointment proposes to vote,

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received before the time appointed for the taking of the poll, or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary

and an appointment of proxy which is not deposited or delivered or received in a manner so permitted shall be invalid

In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 33 A vote given or poll demanded by proxy 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 office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy 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 or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

BOARD OF DIRECTORS

34

- 34 1 There shall be a board of directors of the College which shall be its governing body
- 34 2 The Board shall have and exercise all of the powers of the College, except any that are reserved to the members in general meeting or in these Articles otherwise reserved, and may act in all matters notwithstanding any vacancy in its membership or actual or alleged defect in the appointment of any Director Subject to any special trusts, the property, undertaking and income of the College shall be under the control and disposition of the Board who may carry on, administer and apply the same as they think fit in pursuance of the objects set out in the Memorandum

34 3 ¹⁶The Board shall consist of not less than 10 nor more than 15 Governors appointed at annual general meetings of the College on recommendation of the Nominations Committee to serve for a term not exceeding three years (subject to the provisions of paragraph 34 3 4 below) Nominations may be made to the Nominations Committee at any time A retiring Director will be eligible for re-election for further terms each of which will not exceed three years (subject to the provisions of paragraph 34 3 4 below) Provided That

34.3.1 Subject to the provisions of paragraph 34 3 4 below a Director shall not remain in office as such after the fifteenth anniversary of the date of his first appointment as a Director,

34.3.2 a retiring Director shall retain office until the conclusion of the meeting at which he retires;

34 3 3 the Advisory Council may exercise a discretion to extend the term of office of a Director beyond the term of three years by the passing of a resolution by simple majority

Where there is inconsistency between this Article and the provisions of the Act the former shall (so far as is permitted by law) prevail

34 4 The Directors may on nomination from the Nominations Committee appoint a person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed the maximum number stated above A Director so appointed shall retire at the annual general meeting next following the date of his appointment, but will be eligible for re-election subject to the provisions of Article 34 3.

34.5 The Board shall be responsible for the management and control of the affairs and finances of the College and shall in particular have power

- a) to formulate policy for the College,
- b) to ensure the proper financial and general management of the College,
- c) to control the management and affairs of the College, working closely with the staff to ensure timely implementation of policy,
- d) subject to these Articles to regulate its own procedures,
- e) to make regulations consistent with the Memorandum and the Articles for any purpose related to the administration or management of the

¹⁶ Amended by Special Resolution dated 5 April 2011 and Special Resolution dated 14 October 2014

College or its property;

- f) to establish, regulate and dissolve committees for any purpose, and to delegate powers and functions to such committees or to individuals;
- g) to delegate authority in accordance with sound principles of financial control based on College planning and budgetary processes,
- h) to monitor the performance of bodies to which it has delegated tasks or authority,
- i) to oversee production of and approve the annual report and accounts, which will be laid before the Advisory Council at the annual general meeting of the College,
- j) in accordance with Article 33.4 to fill any casual vacancy in its membership until the expiry of the period of office of the relevant outgoing Director, and
- k) to appoint, or arrange for the appointment of, senior executive staff of the College

35

35 1 Meetings of the Board, which shall be held not less than four times a year, may be summoned, with not less than four days' notice, at any time by the Chairman, by the Secretary on the Chairman's behalf, or by any two Directors. Such notice shall state the nature of the business proposed to be transacted at the meeting, and shall be deemed to have been properly served if sent in accordance with procedure approved by the Board whether in regulations or otherwise. A Director who is absent from the United Kingdom shall not be entitled to such notice. The quorum for meetings of the Board will be five Directors.

35.2

35 2 1 In this Article 'communications device' means a video link, telephone or similar device to facilitate communication between persons who are not physically present together,

35 2 2 Any Director who participates in a meeting of the Board or of any committee of the Board by means of a communication device which allows

- all the other Directors participating in the meeting (whether in person or by means of a communication device) to hear at all times that Director, and
- that Director at all times to hear all the other Directors

will be deemed to be present and eligible to vote at the meeting and will be counted when reckoning a quorum

35 3 If on the basis stated in Article 35 2 2 is a quorum the meeting may be held notwithstanding the fact that the quorum required by the Articles or any regulation made under them are not physically present in the same place.

36 The Board shall cause minutes to be made of all meetings of the Board, of the Advisory Council, and of the College, and shall record all attendances at such meetings, appointments made and resolutions and proceedings. The minutes as signed by the chairman of the relevant meeting shall be full and sufficient evidence without any further proof of the facts stated therein

37

37 1 The Advisory Council will appoint from among the Directors the Chairman and (if thought fit) a Vice-Chairman or two or more Vice-Chairmen on the recommendation of the Nominations Committee (to whom nominations may be made at any time) and determine the period for which they respectively are to take office The term of office of the Chairman and any Vice-Chairman will not:

37 1 1 exceed ten years, or

37 1 2 extend beyond the seventieth birthday of the person concerned

37 2 The Chairman so appointed shall take the chair at all meetings of the Board at which he is present

37 3 If at any meeting the Chairman shall not be present within five minutes after the time fixed for any meeting the Vice-Chairman (if any) or if there shall be more than one Vice-Chairman the senior of them present as aforesaid shall take the chair

37.4 If there shall be no such Vice-Chairman present or willing to act the other Directors present may chose one of their number to act as chairman for such meeting

37 5 For the purpose of this Article seniority of any Vice-Chairman shall be determined by the date upon which he was appointed to such office

NOMINATIONS COMMITTEE

38

- 38 1 There shall be a nominations committee which shall be a committee of the Board
- 38 2 The members of the Nominations Committee will be
 - 38 2 1 The Chairman and any Vice-Chairmen,
 - 38 2 2 Two Governors appointed by the Board who are not Directors,
- 38.3 The Nominations Committee is to
 - 38.3 1 Receive and consider recommendations and make nominations for membership of the Advisory Council and the Board,
 - 38 3 2 Identify potential Governors,
 - 38 3 3 Review the composition of the Advisory Council, the Board and committees of the Board to ensure the correct balance of race, gender, age and experience;
 - 38.3 4 Oversee the selection of senior officers of the College,
 - 38 3 5 Nominate committee members for approval by the Board,
 - 38 3 6 Co-opt nominees to the Board and to committees of the Board,
 - 38 3 7 Receive and consider recommendations and make nominations for the offices of Chairman and Vice-Chairman of the Board and President and Vice-President of the Advisory Council;
 - 38.3 8 Undertake such other functions as may be delegated to it by the Board from time to time
- 38 4
 - 38 4.1 The chairman of the Nominations Committee will be appointed from time to time by the Board,
 - 38 4 2 The quorum for meetings of the Nominations Committee is three, one of whom will not be a Director,
 - 38.4 3 Subject to the provisions of these Articles and to any regulations made by the Board from time to time, the Nominations Committee is to determine its own procedure

THE SEAL

- 39 The Board shall provide for the safe custody of the common seal of the College which

shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee duly authorised in that behalf and every instrument to which the seal shall be so affixed shall be signed by any two Directors or by one Director and the Secretary.

ACCOUNTS

- 40 The Board shall, in respect of the accounts of the College, comply with the requirements of the Acts, and shall cause true accounts to be kept -
- 40 1 of all sums of money received and expended by the College and the matters in respect of which such receipts and expenditure take place, and
- 40 2 of the assets and liabilities of the College and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments, and
- 40 3 of all sales and purchases of goods by the College
- 41 The Board may impose reasonable restrictions as to the time and manner at and in which the books and accounts of the College may be inspected by the Members and subject thereto the books and accounts shall be open to inspection by them at all reasonable times during the usual business hours
- 42 The accounts shall be kept at the registered office of the College or subject to the provisions of the Act at such other place or places as the Board shall think fit and shall always be open to inspection of the Members
- 43 The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and laid before the College in general meeting such income and expenditure accounts balance sheets group accounts (if any) and reports as are referred to in the Act
- 44 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the College in general meeting together

with a copy of the auditors report shall not less than 21 days before the date of the meeting be sent to every Member of and every holder of debentures of the College Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the College is not aware or to more than one of the joint holders of any debentures

- 45 In case of inconsistency between the provisions of these Articles 40 – 44 and clause 9 of the Memorandum, the latter shall prevail

AUDITORS

- 46 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

- 47 A notice may be given to any Member, Governor or Director either personally or by sending it by post to him at his registered address or (if he has no registered address within the United Kingdom) to the address (if any) within the United Kingdom supplied by him to the College for the giving of notices to him Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiry of 24 hours after the letter containing the same is posted and in any other case at the time when the letter would be delivered in the ordinary course of post

- 48 Notice of every general meeting shall be given in manner hereinbefore authorised to -
48 1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the College an address within the United Kingdom for the giving of notices to them, and
48 2 the auditor for the time being of the College

No other person shall be entitled to receive notices of general meetings

WINDING UP

- 49 The provisions of Clauses 7 and 8 of the Memorandum shall have effect and be observed as if repeated in these Articles

EMERITUS GOVERNORS

- 50 The Governors may confer on any person or persons the title of Emeritus Governor, and a person on whom this title has been conferred shall retain it until his death or resignation or until the title is withdrawn by a resolution of the Governors. Emeritus Governors may attend all meetings of the Advisory Council but shall not have any further powers or be entitled, in that capacity, to vote at any such meeting or to any remuneration