

THE COMPANIES ACTS 1985 AND 1989

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

**MEMORANDUM OF ASSOCIATION
of
ANGLO-EUROPEAN COLLEGE OF
CHIROPRACTIC**



As amended by Special Resolutions dated 24th May 1980, 15th November 1980 10 June 1995, 8 January 2000 and 22 February 2003.

- 1 The name of the Company ("the College") is "ANGLO-EUROPEAN COLLEGE OF CHIROPRACTIC".
- 2 The Registered Office of the College will be situate in England.
- 3 The objects for which the College is established are:
 - (A) To establish, conduct, carry on, maintain and support a Chiropractic College or Colleges, and any School, College or other Institution, or Schools, Colleges or Institutions, for the study of and training in the methods of treating disease and of maintaining health known as "Chiropractic" and in connection therewith respectively to initiate, educate, train, coach and examine students, operators, nurses, instructors and assistants, conduct postgraduate courses, and to grant and issue diplomas, degrees, fellowships, certificates, scholarships, exhibitions, prizes, distinctions and the like, to deliver lectures and give demonstrations, to promote the consideration, study, investigation, research and discussion of and concerning all questions affecting Chiropractic and ancillary or allied matters, and for any of such purposes to acquire, set up and maintain laboratories and centres of research, and to employ and engage the services of and remunerate engineers, scientists, chemists, lecturers, teachers, nurses, and other staff and advisers, and for the furtherance of the aforesaid objects to set up a Special Fund or Funds and to assist either by the establishment of scholarships or bursaries or the like, or the making of money grants or otherwise out of such Special Fund or Funds or otherwise in the education and training of students of the foregoing subjects or any of them at any such College, School or Institution or at any other College, University or Institution approved by the College.
 - (B) To encourage the formation of and establish Chiropractic clinics, hospitals, sanatoria, and other institutions for the treatment of disease and maintenance of health by Chiropractic and any ancillary or allied treatment.
 - (C) To promote the study and advancement of Chiropractic in all its branches.

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COMPANY LIMITED BY GUARANTEE
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00653859

MEMORANDUM
OF
ASSOCIATION
OF THE ANGLO-EUROPEAN COLLEGE OF CHIROPRACTIC

Incorporated 25 March 1960

Change of Name 5 November 1969
*(From Anglo-European College of Chiropractic Limited to
Anglo-European College of Chiropractic Limited)*

Objects and Articles amended 24 May 1980
and further amended 15 November 1980
and further amended 4 November 1989
and further amended 4 February 1995
and further amended 8 March 1997
and further amended 18 January 2000
and further amended 22 February 2003
and further amended 08 April 2006

Change of Name 10 June 1995
*(from Anglo-European College of Chiropractic Limited to
Anglo-European College of Chiropractic)*

- * The name of the Company was changed from Anglo-European College of Chiropractic Limited to Anglo-European College of Chiropractic Limited by Special Resolution passed on 12th October 1969. A Certificate of Incorporation on Change of Name was issued by the Registrar of Companies on 5th November 1969. On 10th June 1995 the Registrar of Companies agreed that the Company could dispense with the word "Limited" in its title.

And for the purpose of carrying out objects the College shall have power:

- (D) To employ or retain on a full time or part time basis, and on such terms as to pay and other conditions of employment as may be thought fit, or on a voluntary basis, any persons qualified to assist or experienced or skilled in assisting in the provision of any of the activities of the College.
- (E) Either alone or jointly with any person or body of persons to promote or approve any Act of Parliament, Royal Charter or other measure with a view to the attainment of the objects of the College, or any of them, and to oppose any Bills, proceedings or applications which seem calculated to prejudice the attainment of the objects of the College, or any of them, and for all or any of the purposes aforesaid to petition Parliament, to promote deputations and generally to take such steps and proceedings as may be deemed expedient.
- (F) To take or promote such lawful proceedings or measures as the College may deem advisable against persons or bodies making false representations as to their qualifications for or proficiency in the practice of Chiropractic, or as to their holding any certificate or diploma issued by or qualification of the College.
- (G) To produce, edit, print, publish, sell, hire or otherwise deal in journals, newspapers, magazines, periodicals, brochures, pamphlets and other literature or documents, and to disseminate by means of cinema and other exhibitions, television or radio broadcasting, telephone, data transmission by computer and video and audio conferencing or otherwise information of such matters as appertain, add, relate and are ancillary to Chiropractic or that may in any way further the objects of the College, and to establish, support, or co-operate with any other charitable organisation whose aim is to publicize or promote Chiropractic in a manner approved by the College.
- (H) To issue appeals, hold public meetings, lectures, exhibitions and entertainments and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the College or procuring contributions to its funds in the form of donations, subscriptions, covenants and otherwise; and to receive gifts by will or inter vivos of property of any description, whether or not subject to any express trusts.
- (I) To promote or undertake research and experimental work and to formulate, prepare and establish schemes therefor.
- (J) To enter into any contract of insurance howsoever in respect of any matter in which the College has an insurable interest and in particular, but without derogating from the generality of the foregoing, in connection with any real or personal property in which the College has any interest.
- (K) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the College, be calculated directly or indirectly to benefit the College or any such persons, or may be connected with any place where

the College carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the College or to benefit such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or in connection with or furtherance of the objects of the College for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the College or holding or who hold or who held any salaried employment or office in the College.

- (L) To make charges, including nominal or no charges, in respect of any of the activities of the College.
- (M) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the College provided that such security does not result in application of the College's property outside of its objects.
- (N) To make, draw, accept, exchange, endorse, negotiate, issue or execute promissory notes, bills of exchange or other negotiable instruments or payment orders, for the purpose of or in connection with the objects of the College.
- (O) To federate, amalgamate or combine wholly or in part with or become a part or member of affiliate or associate of or act as or appoint trustees, agents, nominees or delegates to control, manage and superintend any institution, trust, association or body incorporated or unincorporated the objects of which are wholly charitable.
- (P) To act as trustees and in connection with or furtherance of the objects of the College to undertake and execute or to create any charitable trust and to support or subscribe to or assist financially or otherwise any charitable fund, body or institution and if deemed desirable for such purpose to enter into any covenant to pay any sums of money periodically to any charitable fund, body or institution.
- (Q) In connection with or furtherance of the objects of the College, to purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the College may amalgamate, co-operate or federate.
- (R) To provide, establish and maintain offices, libraries, lecture rooms, class rooms, reading rooms, dining and recreation rooms, refreshment rooms, students' hostels, gymnasia, swimming baths, playing fields, sports grounds, tennis and other courts, and residential and other accommodation, conveniences, and amenities for the use of students and members and others in connection with or furtherance of the objects of the College.
- (S) To provide facilities for instruction in the English and foreign languages for the convenience and assistance of students.
- (T) To take any gift of property, whether subject to any special trust or not, for any of the objects of the College, and to take steps by personal or written appeals,

public meetings, exhibitions, displays, competitions or otherwise (save by commercial activities) as may from time to time be deemed expedient for procuring contributions, donations and annual or other subscriptions to the funds of the College.

- (U) To affiliate or co-operate with any other organised charitable body in the United Kingdom, Europe or elsewhere, having objects similar to those of the College, with a view to furthering the objects of the College, and to amalgamate with any charitable company having objects similar to those of the College.
- (V) To apply for and take out, purchase or otherwise acquire, any patents, patent rights, brevets d' invention, inventions, licences, conversions, trade marks or secret processes which may further the objects of the College, and to grant licences to use the same.
- (W) To cause the College to be registered or otherwise incorporated in accordance with the laws of any foreign country where the College's work is or is to be carried on.
- (X) To establish or promote and hold shares in, and loan money to (at a market interest rate) any company for the purpose for acquiring all or any of the property, rights or liabilities of the College or for trading in chiropractic clinical and ancillary supplies, books and stationery provided such company covenanted all net profit to the College or for any other charitable purpose which might seem calculated to benefit the College provided that no action should be taken until the Board of Governors of the College has taken appropriate legal and financial advice.
- (Y) To establish and support, or to aid in the establishment and support of any charitable club, institution or organisation calculated to benefit the College.
- (Z) To, buy, sell, hire, let on hire, and deal in all goods, articles, commodities, materials, apparatus, furnishings, fittings and accessories required in connection with or likely to be required in connection with the objects of the College.
- (AA) To purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal property whether in the United Kingdom or elsewhere, and any rights or privileges necessary or convenient for the promotion of its objects, and to construct, maintain, alter, pull down and convert any buildings or erections necessary or convenient for the work or objects of the College.
- (BB) To sell, let, sub-let, mortgage, dispose of, loan, advance on credit or turn to account all, or any of the property or assets of the College, with or without consideration, with the view to the promotion of its objects provided that no such action should be taken until the Board of Governors of the College has taken appropriate legal and financial advice.
- (CC) To undertake and execute any trusts which may lawfully be undertaken by the College.
- (DD) To draw up or make, and from time to time supplement, repeal or vary bye-laws or rules for regulating the business affairs of the College, provided that

no bye-laws or rules shall be made under this power which would amount to such an addition or alteration of the College's Articles of Association as could only legally be made by a special resolution in accordance with Section 378 of the Companies Act 1985.

- (EE) To borrow or raise money for the purposes of the College on such terms and on such security as may be thought fit and when thought desirable to execute and issue security of such kind subject to such conditions, for such amount, and payable in such place and manner, and to such person as may be thought expedient to promote the objects of the College, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debenture, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future, 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.
- (FF) To invest the moneys of the College not immediately required for its purposes in or upon such investments, securities or property as the College may from time to time determine 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.
- (GG) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the College or calculated to further its objects.
- (HH) To pay all or any expenses incurred in connection with the promotion and incorporation of the College, and to remunerate any person, firms or company rendering services to the College, either by cash payment or otherwise.
- (II) Carry on such other operations as may seem necessary or desirable for the charitable purposes of the College and to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT 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.

PROVIDED ALSO that in case the College shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales or Secretary of State for Education and Employment, the College shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governing Body of the College (hereinafter together with any duly-appointed sub-committee called "the Board") shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board have been if no incorporation had been effected, and the incorporation of the College shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commission or the Secretary of State for Education and Employment over the Board but they shall as regards any such property be subject jointly and separately to such control or

authority as if the College were not incorporated. In case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with the same in such manner as allowed by law, having regard to such trusts.

- 4 The income and property of the College, whensoever derived, shall be applied solely towards the promotion of the objects of the College as set forth 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 of the College.

PROVIDED THAT 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 of the College in return for any services actually rendered to the College nor prevent the payment of interest at a reasonable and proper rate in money lent or reasonable and proper rent for premises demised or leased by any member to the College and FURTHER PROVIDED THAT except for the Principal and the Staff Governor no other member of the Board shall be appointed to any salaried office of the College or other benefit in money or moneys worth shall be given by the College to any members of such governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on moneys lent or reasonable or proper rent for premises demised or leased to the College.

No payment shall be made to any company of which a member of the Board may be a member, and in which such member holds more than one-hundredth part of the share capital, unless the prior written consent of the Charity Commission has first been obtained and provided that the member in question discloses fully his or her interest in the matter to the Board and withdraws from that part of any Board meeting at which the matter is discussed and/or voted on.

PROVIDED THAT nothing herein shall prevent the payment of any premium in respect of any indemnity insurance to cover the liability of the members of the Board of Governors or the Executive Officers of the College (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the College.

PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the members of the Board of Governors or the Executive Officers of the College (or any of them) knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Governors or the Executive Officers of the College (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

- 5 The liability of the members is limited.
- 6 Every member of the College undertakes to contribute to the assets of the College, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the College contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £2.
- 7 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 not be paid to or distributed among the members of the College, but shall be given or transferred to

some other institution or institutions in Europe having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be selected as far as possible from those which have directly or indirectly contributed to the funds or work of the College, to the intent that such property shall be allocated between the various European countries the institutions of which have contributed as aforesaid in as nearly as may be proportionate to such contributions, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some charitable object.

- 8 True accounts shall be kept of the sums of money received and expended by the College, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the College, 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 of the College for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the College shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
ANGLO-EUROPEAN COLLEGE OF CHIROPRACTIC**

As adopted by Special Resolution dated 22 February 2003.

GENERAL

- 1 In these presents the words standing in the column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context.

WORDS

MEANINGS

Academic Year	1st September to 31st August the following year
The Act	The Companies Act 1985 including any statutory modification or re-enactment for the time being in force
Articles	These Articles of Association and the regulations of the College from time to time in force
The Board	The Board of Governors of the College
Chiropractor	A person, having the vocation of Chiropractor
The College	The above named Company
ECU	The European Chiropractors Union or any successor body
Europe	The continent of Europe including the United Kingdom, the word "European" having a corresponding meaning
Governor	Member of the Board appointed or elected pursuant to Article 35
In writing	Written, printed, photocopied or facsimile or partly one and partly another and other modes of representing or reproducing words in a visible form
Month	Calendar month
National Association	Such National Association of Chiropractors as shall from time to time be a member of the WFC

The Office	The registered office of the College
Representative	The Individual (or any alternate) appointed by a National Association to represent it at general meetings of the College pursuant to Article 7.2
Secretary	Means the secretary of the company or any other person appointed to perform the duties of the secretary of the company including a joint, assistant deputy secretary appointed under s283 of the Act
The Seal	The common seal of the College
The United Kingdom	Great Britain and Northern Ireland
WFC	World Federation of Chiropractic or any successor body

Any words importing the singular number only shall include the plural number and vice versa;

Words importing the masculine gender only shall include the feminine and neuter gender; and

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the College shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

- 2 Such persons or organisations as are admitted to membership in accordance with the rules made under or set out in these Articles shall be members of the College. No person or organisation shall be admitted as a member unless his application for membership is approved by the Board.
- 3 The provisions of Section 352 of the Act shall be observed by the College, and every National Association shall on becoming a member of the College procure its Representative on its behalf either to sign a written consent to become a member or to sign the register of members.

- 4 The College is established of the purposes expressed in the Memorandum of Association.

MEMBERS

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- 5.1 There shall be two categories of member being:
- (a) ordinary members admitted to membership in accordance with Article 6 hereof; and
 - (b) honorary members who shall be individuals who are either honorary members as at the date of adoption of these Articles or who are admitted to honorary membership by the Board in accordance with Article 11.
- 5.2 Ordinary members shall be voting members where an ordinary member is a member of ECU or otherwise be a non-voting ordinary member.
- 5.3 Save as set out in these Articles ordinary members (voting and non-voting) and honorary members shall have the same rights and obligations.

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- 6.1 The members of the College shall be such of the National Associations as are members of the College as at the date of adoption of these Articles and such other National Associations as shall apply for membership and as the Board shall admit to membership in accordance with the provisions hereinafter contained who shall duly pay the registration fees and subscriptions hereinafter prescribed.
- 6.2 No individual shall be eligible for election to ordinary membership of the College.
- 6.3 Application for election to ordinary membership shall be made in writing to the Board by or on behalf of the governing body of a National Association accompanied by the registration fee (if any) and election shall be by resolution of the Board PROVIDED THAT no National Association may be elected or remain a member unless it shall have at least one national of its country studying as a student at the College in the current Academic Year.

Nothing herein shall limit the obligation of the members to pay annual subscriptions to the College as may be specified by the Board from time to time.

For the avoidance of doubt in the event the College is wound up all members are liable for a sum not exceeding £2 as specified in the Memorandum of Association of the College.

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- 7.1 On or before the first day of each Academic Year the National Association shall, under the hands of a duly authorised officer, advise the Secretary of the College in writing of the name and address of their Representative ("the Representative") and of a alternate who is authorised to represent his National Association if the Representative be unable to attend a meeting of the members of the College for any reason. Such annual advice shall be the authority of the Representative to represent and vote on behalf of his National Association and failing such advice he shall not be entitled to vote.

A National Association may similarly at any time revoke the authority of its Representative and appoint another Representative. The Representative may be removed by a special resolution passed on due notice at any Extraordinary General Meeting whereof the National Association shall be entitled to appoint another Representative in his place.

- 7.2 A Representative must be a Chiropractor and a member of his National Association.

- 8 A member shall cease to be a member of the College immediately upon the happening of any of the following events:

- 8.1 If an ordinary member shall at any time cease to be a member of the WFC or ECU.
- 8.2 If being an honorary member he shall die or the Board shall elect to terminate his honorary membership.
- 8.3 If it or he shall resign its membership by not less than 1 month's notice in writing to the Board.

- 8.4 If being an ordinary member it shall in the judgement of the Board (after such investigation has been made as the Board deems fit) have been guilty of any act practice conduct or omission calculated to bring or having the effect of bringing discredit on the College and the Board resolves that its membership be terminated provided that the Board may as an alternative suspend such member from the exercise of all or any of its rights and privileges as a member for such period as the Board thinks fit, and provided also that before the Board acts under this sub-paragraph not less than 21 days' notice in writing shall be given to such member of the intention of the Board to consider the termination or suspension of its membership and it shall be afforded an opportunity of stating its case either in writing or at its option by personal attendance of a representative at a meeting of the Board.
- 8.5 If at any time it shall not have at least one national of its country studying as a student at the College either in the current or immediately preceding Academic Year.
- 9 A National Association whose membership ceases shall nevertheless remain liable to the Association for all moneys due from it to the College at the date of cessation.
- 10 For the avoidance of doubt any person who was an associate member of the College as at the date of adoption of these Articles shall cease to be an associate member and there shall be no more associate members.

HONORARY MEMBERS

- 11 Any person may be elected an Honorary Member of the College by a two-thirds majority of the Board. He shall not have the right to vote at meetings of members of the College, but may attend such meetings and may be co-opted on to the Board to act in an advisory capacity without power to vote. An Honorary Member shall cease to be such a member in the events mentioned in Article 8 and shall retire at the end of each year of the College, but shall be eligible for re-election by a two-thirds majority of the Board.

PATRONS

- 12 The Board may acknowledge as Patrons of the College such Royal personages and persons of distinction (whether members of a National Association or not) as may honour the College with their patronage.

GENERAL MEETINGS

- 13 The College shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the College holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 14 All General Meetings, other than Annual General Meetings, shall be Extraordinary General Meetings.
- 15 The Board may whenever they think fit convene an Extraordinary General Meeting, such Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisites, as provided by Section 368 of the Act.
- 16 At least twenty-eight days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the College; notice given to a Representative shall be deemed given to the member represented by that Representative PROVIDED ALWAYS that with consent on behalf of all the members having the right to attend and vote thereat (and consent by the Representative shall be deemed to be consent by the member appointing the Representative), or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such shorter notice as those members may think fit.
- 17 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 18 All business shall be deemed special that is transacted at any General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.
- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be at least half of the ordinary members having the right to vote and being National Associations.
- 20 If within two hours from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall be reconvened at some other time and/or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the ordinary members present in person or by proxy shall be a quorum.
- 21 The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no Chairman or Vice Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Representatives present in person or by proxy shall choose a Governor, or if no Governor be present, or if all the Governors present decline to take the chair, they shall on a show of hands choose one of the Representatives who shall be present to preside.
- 22 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Representatives shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 23 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three ordinary members having the right to vote present in person or by proxy, and unless a poll be

so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 24 Subject to the provisions of Article 25, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 26 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 27 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 28 Subject as hereinafter by Article 29 provided, only members being of a National Association which is a member of the ECU shall have a vote. No member shall be entitled to a vote unless all monies then payable to the College have been paid.
- 29 A Representative shall not be entitled to vote unless his National Association shall have complied with Articles 3 and 7 hereof.
- 30 Voting shall be on a show of hands unless a poll shall be demanded. A Representative may appoint a proxy to attend and vote on his behalf. A proxy must be a member of a National Association. The instrument appointing a proxy shall be in writing under the hand of the appointor and shall be deposited at the office not less than 48 hours or handed to the Chairman or Secretary not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote, and in default the instrument of proxy shall be treated as invalid.

- 31 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office or given to the Chairman or Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 32 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:
- "Anglo-European College of Chiropractic
- I,
- of
- the Representative of _____ National Association hereby
- appoint _____ of
- and failing him, _____ of
- to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the College to be held on the day of and at every adjournment thereof
- As witness my hands this _____ day of _____ 20 ____."
- 33 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 34 A resolution in writing signed by all the members (or their Representatives) for the time being entitled to receive notice of and to attend and vote at General meetings shall be as valid and effective as if the same had been passed at a General Meeting of the College duly convened and held.

BOARD OF GOVERNORS

- 35 The Board shall comprise:
- 35.1 One Governor appointed by each National Association which is a member of the College and which has at least five nationals of its country studying as students at the College in the previous Academic Year. Only Governors appointed by members being National Associations which are members of the ECU and voting ordinary members of the College shall be entitled to vote on the Board. All other Governor appointees shall have no vote. Each Governor may appoint an alternate (who shall be a member of his National

Association) to attend and vote at any meeting of the Board in same manner as the Governor.

- 35.2 Such persons who shall not be Chiropractors who hold high office in a National Association as the Board may from time to time co-opt, and such persons shall be entitled to vote. Such persons shall be required to stand for re-election at least once every (3) years, but would not normally be appointed for more than two consecutive periods. Such Governors may not exceed in number those Governors who are members of the chiropractic profession.
- 35.3 The Principal shall be an ex officio member of the Board with full voting rights.
- 35.4 A member of College staff shall be an ex officio member of the Board ("the Staff Governor"), elected for a period of two years by a method agreed within the College, and who shall be entitled to vote.
- 35.5 A member of the student body of the College elected annually by the students by an agreed method ("The Student Governor"), and who shall be entitled to vote.
- 35.6 Notwithstanding the foregoing the Student Governor and the staff Governor shall not be eligible to attend those parts of Board Meetings, or to receive information on Board papers thereof at which discussions shall take place in respect of the employment or other arrangements of staff of the College. In the event of any dispute as to whether a Student Governor and the Staff Governor are entitled to attend a part of the Board Meeting the decision of the Chairman of the Board shall be final.
- 35.7 Other members of senior management of the College may be required to be in attendance from time to time as determined by the Board of Governors, but shall not be entitled to vote nor shall they be regarded as Governors or shadow Governors/directors.

For the avoidance of doubt Governors should not normally also be Representatives.

All Governors having a vote shall be treated as directors of the College for the purposes of the Act and not the appointing member.

All non-voting Governors shall be treated as observers at Board meetings and not as directors or shadow directors under the Act.

- 36 The Board shall meet on not less than two occasions in each Academic Year and shall be responsible for the general policy direction operation and maintenance of professional academic and ethical standards of and with regard to the College and shall have power to delegate such of its powers of management to such Committee or Committees as it shall from time to time think fit and upon such terms and conditions as it shall think fit.
- 37 No person who is not a member of a National Association shall be eligible to hold office as a Governor unless he be an ex officio member or appointed under Article 35(2).
- 38 Each voting Governor shall have one vote.

CHAIRMAN AND VICE-CHAIRMAN

- 39 The Board of Governors of the College may at any time appoint one or more persons as a Chairman and/or Vice Chairman of the Board who shall hold office for three years unless terminated early by resolution of the Board. The Chairman and Vice-Chairman may be re-elected to their respective offices but may not be re-elected more than once save in exceptional circumstances. The Chairman and Vice Chairman so appointed will be full voting members of the Board.

The Chairman, or in his absence, any Vice-Chairman, shall chair meetings of the Board of Governors where he shall have a vote but not necessarily otherwise be a Governor.

POWERS OF THE BOARD

- 40 The business of the College shall be managed by the Board who may pay all such expenses incurred in connection with the promotion and incorporation of the College, as they think fit, and may exercise all such powers of the College, and do on behalf of the College all such acts as may be exercised and done by the College, and as are not by statute or by these Articles required to be exercised or done by the College in General Meeting. The Board shall have the power to make, alter and repeal regulations for the better and more convenient management of the College and the proper carrying out of its objects, provided that no such regulation shall

contravene or be inconsistent with the Memorandum or Articles of Association of the College or the provisions of the statutes for the time being in force.

The Board shall have the power to delegate such of its powers as it shall determine to a committee or committees.

- 41 The Governors for the time being may act notwithstanding any vacancy in their body, provided always that in case the Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purposes of admitting members of the College, filling up vacancies in their body, or of summoning a General Meeting, but no for any other purpose.
- 42 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the College shall be managed by the Board, who may exercise all the powers of the College. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 43 In addition to all powers hereby expressly conferred on them, and without detracting from the generality of their powers under the Articles, the Board shall have the following powers, namely:
- 43.1 To expend the funds of the College in such manner as they shall consider most beneficial for the achievement of the objects of the College and to invest in the name of the College such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the College.
- 43.2 To enter into contracts on behalf of the College.

DISQUALIFICATION OF GOVERNORS

44 The office of Governor shall be vacated:

- 44.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- 44.2 If he becomes of unsound mind.
- 44.3 If he ceases to be a member of a National Association (except as otherwise herein provided).
- 44.4 If by notice in writing to the College he resigns his office.
- 44.5 If he ceases to hold office by reason of any order made under Sections 295-300 of the Act.
- 44.6 If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- 44.7 If his appointment is revoked in the manner hereinafter provided by his National Association in which event his National Association shall have power to appoint a replacement.
- 44.8 If he fails to attend two consecutive duly convened Board Meetings without appointing a proxy.
- 44.9 If he is unable to act as a trustee of a charity by virtue of Section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision).

45 The Governors appointed under Article 35.1 shall take office for three years following which they shall be eligible for re-appointment, and may be re-elected but may not be re-elected more than once save in exceptional circumstances.

GOVERNOR EXPENSES

46 The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees Governors or committees of Governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

PROCEEDINGS OF THE BOARD

- 47 Subject to the provisions of these Articles the Governors may regulate their proceedings as they see fit.
- 48 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined a quorum shall be seven (7) Governors present in person or by their alternates, (provided that a quorum shall require there to be at all times be a majority of chiropractors of good standing resident in Europe present at the meeting). Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the Chairman shall have a second or casting vote.
- 49 The proceedings of the Board shall be confidential. No Governor or other officer of the College shall make any disclosure thereof without the authority of the Board or of the College in General Meeting, save such disclosure as he is by law required or bound to make, or as it may be for his own protection or for the protection of the College necessary for him to make.
- 50 The Chairman or any three Governors may, and on the request in writing of the Chairman or any three Governors, the Secretary shall at any time summon a meeting of the Board by notice served upon the several Governors.
- 51 The Chairman of the Board shall be entitled to chair meetings of the Board and in his absence the provisions of Article 23 shall apply (*mutatis mutandis*).
- 52 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the College for the time being vested in the Board generally.
- 53 The Board may delegate any of their powers to committees (whether consisting of members of the Board or not) as they think fit together with such other person or persons as the committee may decide to co-opt, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

- 54 All acts done in good faith by any meeting of the Board or of any committee of the Board, or by any person acting as a Governor, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Governor.
- 55 The Board shall cause proper minutes to be made of all appointments of a Governor and Secretary made by the Board and of the proceedings of all meetings of the College and of the Board and of committees of the Board, and all business transacted at such meetings, and such minutes shall be presented to the next following meeting for confirmation, and if signed by the Chairman of such meeting be sufficient evidence without any further proof of the facts therein stated.
- 56 A resolution in writing signed by all the Governors for the time being or of any committee of the Board who are entitled to receive notice of a Meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

SECRETARY

- 57 The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Section 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

58

- 58.1 The Seal of the College shall not be fixed to any instrument except by the authority of a resolution of the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise determined it shall be signed by the Principal and/or Secretary, and in favour of any purchaser or person bona fide dealing with the College such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

58.2 All contracts whose value does not exceed a limit which is fixed from time to time by the Board shall be signed by the Principal and the Secretary.

59 Any bank account in which any part of the assets of the College is deposited shall be operated by the Board and shall indicate the name of the College. All cheques and orders for the payment of money from such account shall be signed in accordance with the treasury management policy as agreed by the Board from time to time.

ACCOUNTS

60 The Board shall cause proper books of account to be kept with respect to:

60.1 All sums of money received and expended by the College and the matters in respect of which such receipts and expenditure take place; and

60.2 All sales and purchases of goods by the College; and

60.3 The assets and liabilities of the College.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the College and to explain its transactions.

61 The books of account shall be kept at the Office, or, subject to Section 222(1) and (2) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Governors. The College in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than Governors, of the accounts and books of the College, or any of them, and subject to such restrictions the accounts and books of the College shall be open to the inspection of such members at all reasonable times during business hours.

62 At the Annual General Meeting in every year the Board shall lay before the College a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the College) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-eight clear days before the date of the meeting, subject

nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

- 63 Once at least in every year the accounts of the College shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 64 Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 391 of the Act, the Governors being treated as the Directors mentioned in those Sections.

ANNUAL REPORT

- 65 The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURNS

- 66 The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

- 67 A notice may be served by the College upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to the Representative at his registered address as appearing in the register of members. No notice is required to be sent to a Representative who shall have failed to register an address.
- 68 Save as provided by the Act, only those members who are described in the register of members by an address within Europe shall be entitled to receive notices from the College.
- 69 Any notice, if served by post, shall be deemed to have been served on or before the day four days following that on which the letter containing the same is put into the post, and in any case in proving such service it shall be sufficient to prove that the

letter containing the notice was properly addressed and put into the Post Office as a pre-paid letter.

DISSOLUTION

- 70 Clause 7 of the Memorandum of Association of the College relating to the winding up and dissolution of the College shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

- 70 Subject to the provisions of the Act, every Governor or other officer or auditor of the College shall be indemnified out of the assets of the College against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the College.

RULES

- 71 The Governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the College and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 71.1 The admission and classification of members of the College (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - 71.2 The conduct of members of the College in relation to one another, and to the College's employees.
 - 71.3 The setting aside of the whole or any part or parts of the College premises at any particular time or times or for any particular purpose or purposes.
 - 71.4 The procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles.

71.5 Generally, all such matters as are commonly the subject matter of company rules.

72 The College in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of members of the College all such rules or bye laws, which shall be binding on all members of the College. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

**DIVISION OF RESPONSIBILITIES
BETWEEN
THE BOARD OF GOVERNORS
THE PRINCIPAL**

EXTRACT FROM THE MINUTES OF THE BOARD OF GOVERNORS' MEETING HELD ON 5 DECEMBER 1998

Minute 158

Division of responsibilities between the Board and the Principal

- 158.1 The Board noted the formal division of responsibility and accountability as shown in Schedule 1 and Schedule 2 of the Principal's contract of employment.

The Board agreed under Schedule 2 the degree and extent of any assignation of all or part of the powers listed, as follows: delegated authority to commit the college to a maximum of £50,000, with contracts and agreements signed by both the Principal and the Clerk and reported to the Board.

ENC C Board of Governors 5 December 1998

DIVISION OF RESPONSIBILITIES BETWEEN THE BOARD AND THE PRINCIPAL

Schedule 1 - Principal's main responsibilities

Schedule 2 - Constraint on the Principal individually exercising any of the powers listed in this schedule unless such power is specifically assigned to him by the Board

**SCHEDULE 1 TO THE CONTRACT
PRINCIPAL AND CHIEF EXECUTIVE**

Key facts about the job

Job Title:	PRINCIPAL AND CHIEF EXECUTIVE
Grade of job:	Principal Post holder
Responsible to:	Chairman of the Board of Governors
Responsible for:	Overall leadership, direction and management of AECC

Job Purpose

As Chief Executive Officer of AECC the Principal works in close consultation with the Board of Governors and with a wide range of internal and external constituencies to provide the personal and professional leadership to develop the College in accordance with directions and guidelines set by the Board of Governors.

Main Responsibilities

A key role is to nurture both the human and financial resources of the College to advance its role and standing within the national and international communities of research and chiropractic education interests, and to promote and enhance AECC's reputation as a world-class chiropractic college in the process.

This senior management post requires flexibility, responsiveness and a proactive approach to leading teams, work planning and project management. Specific responsibilities and priorities will change in the context of strategic priorities.

Key tasks

- 1 lead the College community in the development of shared values and a clear sense of shared mission

- 2 the determination, after consultation with the Academic Board, of the Colleges academic activities, and for the determination of its other activities;
- 3 to make proposals to the Board about the educational character and mission of the College and for implementing the decisions of the Board;
- 4 to oversee the management of the administrative business and academic and financial affairs, fund-raising, alumni affairs and public relations functions of the College
- 5 the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Board of the pay and conditions of service, of staff other than Principal Post holders
- 6 keep the Board of Governors closely advised of developments within the College, formulate plans and policies for Board consideration and approval, and implement the resulting Board policies
- 7 responsible for preparing annual estimates of income and expenditure, for consideration and approval by the Board, and for the management of budget and resources, within the estimates approved by the Board;
- 8 responsible for the maintenance of student discipline and, within the rules and procedures provided for, the suspension or expulsion of students on disciplinary grounds; and for implementing decisions to expel students for academic reasons; and
- 9 the safety and welfare of staff and students

Scope

Executive responsibility for the human and physical resources and assets of the College. Delegated authority to commit the college to a maximum of £50,000, with contracts and agreements signed by both the Principal and the Clerk and reported to the Board. Managing Director of Spine Centre Ltd (wholly owned trading subsidiary) and Director of AECC Enterprises Ltd (wholly owned trading subsidiary).

Direct Line Management

Principal Post holders
 Director of Undergraduate Programmes
 Faculty at Senior Lecturer Grade and above

Knowledge, skills and experience

In addition to the intellectual perspective, academic and professional background and administrative criteria that are essential for effective leadership and management, the Principal of the AECC must be a person of absolute integrity with a consistency of personal commitment. S/he should be accustomed to the intellectual dynamism of a faculty thoroughly engaged in institutional life, with the ability to motivate faculty to achieve continuously improving standards of teaching, research and quality enhancement.

Personal resilience and the capacity to work effectively and stay calm under pressure, to be courageous and innovative in dealing with conflict, in making decisions, and in taking measured risks in pursuit of excellence. Experience of budgetary/resource management is highly desirable. Evidence of continuous professional development; team leadership and management.

Excellent written skills including the ability to write concise summaries, analyse data, synthesise arguments and write minutes. Excellent verbal skills including the ability to make effective presentations, negotiate, motivate and persuade. Ability to think, plan and operate strategically
 Ability to manage change

Contact with others - internal/external

Good interpersonal skills are essential. Regular contact with all staff, senior managers, students and external bodies, particularly the chiropractic profession, is ongoing.

Major problems/challenges

Management of change within a politically and economically sensitive environment. Developing and managing relationships with a diverse non-executive Board of Governors. Balancing the often conflicting national agenda within the chiropractic profession. Managing risk and reputation of AECC at corporate and executive level.

Physical conditions

Variable hours including evenings and weekends. Will entail travel within and outside the UK.

SCHEDULE 2

Powers held to the Board, not delegated to the Principal (See clause 4.5)

- 1 Power to change or tend to change the nature of the College's business and the type of services delivered.
- 2 Power to acquire or dispose of all or parts of another company or business.
- 3 Power to enter into a partnership or joint venture.
- 4 Power to make decisions on capital expenditure, equipment lending, assignments, sales or disposals involving assets, or expenditure of a special or unusual nature.
- 5 Power to guarantee third party obligations, grant security over the College's assets and make any loans or advances or to take loans in the College's name.
- 6 Power to appoint, determine remuneration, discipline and dismiss employees designated by the Board as "Senior Postholders" from time to time.
- 7 Power to enter into or approve any transactions between the College and any of its directors or employees.
- 8 Power to enter into any leases for premises, rental or license agreements.
- 9 Power to approve annual budgets and performance targets.
- 10 Power to enter into transactions, including contractual commitments with suppliers or customers, other than those occurring in the ordinary course of business.
- 11 Power to appoint and dismiss the College's auditors and bankers.
- 12 Power to draw, accept or endorse any bill on behalf of the College or in any way pledge the credit of the College except in so far as he may have been authorised by the Board from time to time either generally or in any particular case so to do.
- 13 Power to determine academic standards which shall remain the responsibility of the Academic Board.