



FRIDAY



**GRESHAM COLLEGE**

**Company number 02953431**

**SPECIAL RESOLUTION FOR THE AMENDMENT OF THE COMPANY'S ARTICLES  
(pursuant to s21 CA 2006)**

At the Annual General Meeting of the Company, duly convened and held at Barnard's Inn Hall, Holborn EC1N 2HH on 17 November 2022, the following Special Resolution was passed:

To merge the Memorandum with the Articles of Association

*To create a new numbered section:*

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

*All numbering will now advance by one. The numbers given below are to the original numbering:*

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

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

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

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

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

16 Insert "17" before this text "Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, not later than the

time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.”

19 This paragraph to be deleted

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

To delete: “In addition the Provost shall be appointed as an ex officio director of the College.”

To add: “The Provost and the CEO will be invited to attend all meetings of Council.”

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

27 To add: “(d) the CEO”

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

To delete: “The Provost shall normally be chairman of the Council.”

To add a paragraph below 29, as follows:

“Chief Executive Officer (CEO)

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

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

(a) The nominations committee shall be responsible for overseeing the process for appointing professors and thereafter making a recommendation of one individual to the Mercers’ Company or the Corporation (as the case may be) for appointment together with the proposed terms of appointment (and so that the nominations committee shall make its recommendation known to the Council as soon as reasonably practicable);

(b) upon receiving a recommendation then the Mercers’ Company or the Corporation (as appropriate) shall decide whether such person shall be appointed as a Gresham Professor and shall carry out the appointment on the terms proposed, informing the College accordingly, and optionally delegating the administration of the appointment to the College. The Mercers’ Company and the Corporation (as the case may be) shall provide for the stipend payable to such Gresham Professor. If the Mercers’ Company or the Corporation (as the case may be) decide against the appointment then they shall so inform the nominations committee and the nominations committee shall repeat the process until a suitable candidate and suitable terms of appointment are agreed;

(c) upon a Gresham Professor being selected and appointed the nominations committee shall report such to the next meeting of the Council.

(d) In the case of additional sponsored professorships, the Nominations Committee will act as in 30.1.a), but will make their recommendation directly to Council, with the relevant funder being informed of the decision subsequent to Council approval.

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

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

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

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

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

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

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

54 Insert new subtitle "ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES"

Add: "(d) The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities."

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

*New paragraphs below para 55, numbered sequentially, current paras 56 onwards to be re-numbered, as appropriate:*

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

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

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

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

60 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.



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