

Company No. 99168

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
THE ROYAL AGRICULTURAL COLLEGE**

Incorporated the 11th day of August 1908

(As amended by Special Resolutions passed on
13 December 1984, 7 June 1985, 10 February 1995, 13 October 1995,
14 March 1997, 9 March 2001, 8 March 2002, 7 March 2003
4 March 2005, 2 March 2007 and 19 October 2010)

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THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE ROYAL AGRICULTURAL COLLEGE

(Adopted by Special Resolution dated 2010)

PRELIMINARY

1. The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations ("Table A") shall apply to the Company except insofar as they are excluded or varied by these Articles.
2. In these Articles the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Acts

The Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

Connected Person

Shall in the case of individuals have the meaning set out in section 252 Companies Act 2006 with the word "director" substituted with "shareholder" and in the case of companies shall mean that company or any member of its group and "group" shall be defined as in section 53(1) of Companies Act 1989

Office

The registered office of the College

Seal

The common seal of the College

Month

Calendar month

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations. Subject to the above, any words defined in the Act or in Regulation 1 of Table A shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

3. The name of the Company is "THE ROYAL AGRICULTURAL COLLEGE" ("the College").
4. The registered office of the College shall be at such place in England as the Governors shall from time to time appoint.
5. In accordance with section 567(1) of the Companies Act 2006, sections 561 and 562 of that Act shall not apply to the College.
6. The objects of the College are the advancement of education and learning, including:
 - 6.1 instruction and vocational training in, and research into, agriculture, land management and other subjects; and
 - 6.2 unless it interferes with the objects in Article 6.1, the advancement of education by the provision of such educational courses as the Governors from time to time determine.

In furtherance or support of these objects, but not further or otherwise, the College shall have the following powers:-

- (A) To grant certificates, diplomas or degrees or other awards (including without limitation joint or dual degrees, certificates, diplomas or other awards) to students at the College who have shown proficiency in their studies;
- (B) To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks and formulae, and any licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any inventions, and any secret or other information as to any invention; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired;
- (C) To carry on agricultural, farming and other businesses;
- (D) To accept, hold (as trustee or otherwise), and deal with funds, grants, donations, legacies and endowments;
- (E) To co-operate with Universities and Colleges, Central or Local Authorities, Companies, research establishments and associations, charitable trusts and any other persons with a view to furthering the scientific study of agriculture, land management and other subjects, businesses or professions connected with land, food or other rural resources, and to receive grants, donations, subscriptions or legacies for that purpose;
- (F) Subject to such approvals and limitations as may from time to time be imposed upon the College by law, or by any licence held by the College, to purchase or otherwise acquire, hold, sell, demise, mortgage, charge or otherwise deal with or dispose of real and personal property of every description;
- (G) To establish and support, or aid in the establishment and support of institutions, funds or trusts calculated to benefit professors, lecturers or ex-lecturers, teachers or ex-teachers, students or ex-students, employees or ex-employees of the College or dependants or connections of such persons, and to grant pensions and allowances to and make payments towards insurances or pensions for any such persons;
- (H) To invest the moneys of the College not immediately required in such stocks, shares, funds, securities, obligations, bonds or other investments (including land and bank deposit accounts) in any part of the world and whether involving liability or not, as the Governors from time to time shall in their absolute discretion think fit so that the Governors shall have the same unrestricted powers of investing, varying and managing investments as if the Governors were absolutely and beneficially entitled to them;
- (I) To obtain any Provisional Order or Act of Parliament for enabling the College to carry into effect any of its objects, or to effect any modification in its constitution;
- (J) Subject to any necessary consents required by law to raise or borrow or secure the payment of money in such manner, and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the College both present and future, including its uncalled capital;
- (K) To subscribe or make donations to, become a member of, or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the College and which by its constitution prohibits the distribution of its income and property amongst its members to an extent

at least as great as is imposed on the College under or by virtue of Article 7, and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the College of any such charitable organisation, institution, society or body;

- (L) To establish and support, or aid the establishment and support of any charitable trusts, associations or institutions, and to subscribe or guarantee money for charitable purposes;
- (M) To provide, upon such terms as the College shall think fit, such theatres, work space, libraries, reading rooms, museums, laboratories and workshops, galleries, club rooms, premises for theatre, music, sports, playing fields, refectories and residential accommodation and such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the College;
- (N) On the grounds of examination or study or research or other evidence of achievement or as a recognition of service to the College or as a mark of distinction and respect to grant to persons approved by the College such licences, certificates, credits, academic distinctions or awards as the College may think fit and to withhold or withdraw the same if the College shall consider that there are good grounds for such withholding or withdrawal;
- (O) To participate as the College may think fit in arrangements made with any university or institute of higher or further education or with any other body having the appropriate powers whereby students of the College may become qualified to receive any academic qualifications of such body;
- (P) To establish such relationships with other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of such other universities and educational institutions or other bodies including the awarding of joint and/or dual degrees;
- (Q) To make provision for research and consultancy services, and with these objects to enter into such arrangements with other institutions, bodies or persons as may be thought desirable by the College from time to time;
- (R) To promote extra-curriculum activities amongst the students of the College, under the auspices of the College or otherwise, and to further the moral, spiritual, social and physical well-being of such students;
- (S) To provide or cause to be provided accommodation and related facilities for staff and students;
- (T) To establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the College, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the College;
- (U) To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the College by any of the College's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects of the College;

- (V) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the College and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;
- (W) To grant, lend or advance money or give credit to such persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisations or associations for any purpose which may seem directly or indirectly to further all or any of the objects of the College;
- (X) To solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions;
- (Y) To undertake, execute and perform any trust or conditions affecting any property of any description of the College whether acquired by gift or otherwise;
- (Z) To employ and engage the services of such persons as are considered necessary for furthering the objects of the College to provide education services;
- (AA) To institute Professorships, Readerships and Lectureships and any other offices of any kind whether academic or not as may be required by the College; to appoint persons to and remove them from such offices and to prescribe their conditions of service;
- (BB) To grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuation funds or arrangements for the benefit of, or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the College or any subsidiary undertaking of the College or their dependants and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- (CC) To found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;
- (DD) To promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being students of the College and to provide opportunities and facilities for persons to undertake study and research;
- (EE) To provide advisory services and centres for information for the use of the students or staff of the College or, upon such terms as the College shall think fit, for the use of the public or any classes or members of the public;
- (FF) To prepare, edit, print, publish, issue, acquire, circulate and distribute scripts, books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;
- (GG) To prescribe in its Regulations or Rules the requirements for Matriculation and the conditions under which persons shall be admitted to the College, be

admitted to any particular course of study therein, or be registered as students of the College;

- (HH) To provide for the discipline of staff, students and other persons using any of the facilities of the College and to regulate such use in such manner as the College may think fit;
- (II) To make and publish any regulations and procedures for the government and conduct of the College and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- (JJ) To prescribe, alter, vary or waive, fees, subscriptions and charges of all descriptions to be levied or made by the College;
- (KK) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (LL) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the College; or to any funds or property of the College or property of which the College shall be the Manager or Trustee;
- (MM) To accept payment in discharge or satisfaction of any debt, obligation or liability to the College in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such terms as may be considered expedient;
- (NN) To pay for any property, assets or rights acquired by the College and to discharge or satisfy any debt, obligation or liability of the College, either in case of any other securities which the College has power to issue or the provision of services or in any combination of the above and generally on such terms as may be considered expedient;
- (OO) To raise funds (but not by means of taxable trading where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the College and the profits of which are liable to tax);
- (PP) To give directly or indirectly any kind of financial assistance (as defined in section 677 of the Companies Act 2006);
- (QQ) To provide indemnity insurance to cover the liability of the Governors:
 - (a) 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; or
 - (b) against the costs of a successful defence to a criminal prosecution; or
 - (c) to make contributions to the assets of the College in accordance with the provisions of section 214 of the Insolvency Act 1986.

PROVIDED THAT any such insurance shall not extend to:

- (i) in the case of (a) any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the College, or which the Governors did not care whether it was in the best interests of the College or not;
- (ii) in the case of (a) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;

- (iii) in the case of (a) any liability to pay a fine;
 - (iv) in the case of (b) any liability to make such a contribution where the basis of the Governor's liability is his knowledge prior to the insolvent liquidation of the College (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the College would avoid going into insolvent liquidation;
- (RR) To do all such other lawful things as the College may deem incidental or conducive to the attainment of any of the above objects and the exercise of any of the above powers PROVIDED THAT:
- (i) 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;
 - (ii) In case the College shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the College shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
7. The income and property of the College shall be applied solely towards the promotion of its objects as set out in these Articles and no portion shall be paid or transferred by way of profit to Shareholders of the College, and no Governor shall without the approval of the Charity Commission or other regulator of the College be appointed to any office of the College paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the College.
- Provided that nothing in these Articles shall prevent any payment in good faith by the College:
- (A) Of reasonable and proper remuneration to any Shareholder, officer or servant of the College (not being a Governor) for any services rendered to the College;
 - (B) Of interest on money lent by any Governor or Shareholder of the College at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Governors;
 - (C) Of reasonable and proper rent for premises demised or let by any Governor or Shareholder of the College;
 - (D) Of fees, remuneration or other benefit in money or money's worth to any company of which a Governor may also be a shareholder holding not more than 1/100th part of the capital of that company or any other legal person or partnership or entity in which a Governor owns 1% or less of such legal person unless a Governor is an employee, director or consultant of such company or person;
 - (E) To any Governor of reasonable out-of-pocket expenses;
 - (F) Of any premium in respect of any indemnity insurance to cover the liability of the Governors in their capacity as 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: PROVIDED THAT any such insurance shall not extend to any claim arising from liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the College, or which the Governors did not care whether it was in the best interests of the College or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;

- (G) Of any indemnity, loan or arrangement provided to a Governor in his or her capacity as a Governor in accordance with Articles 84 to 87 of the College's Articles of Association provided that such indemnity is permitted under the Acts (having the meaning set out in the College's Articles of Association); and
- (H) To any Shareholder or his personal representatives of the purchase price of shares in accordance with the Articles of Association of the College.

SHARE HOLDERS

8. The authorised share capital of the College at the date of adoption of these Articles is £1,200 divided into 120 shares of £10 each.
9. The liability of the Shareholders is limited.
10. Subject to Article 11 the shares shall be under the control of the Governors, who may allot or otherwise dispose of them on such terms and conditions and at such times as the Governors think fit.
11. Pursuant to section 551 Companies Act 2006 the Governors are generally and unconditionally authorised to exercise all of the powers of the College to allot shares in the College or to grant rights to subscribe for or to convert any security into shares in the College PROVIDED THAT the maximum amount of such securities which may be so allotted shall be £120 per annum and that this authority shall, unless duly revoked or varied or renewed expire on the fifth anniversary of the date of adoption of these Articles.
12. No shares shall be issued if the effect of such issue will be to leave a Shareholder with more than 5% of the issued share capital of the College.
13. No Shareholder him or herself and with or without any Connected Person shall at any time hold more than five per cent (in number or value) of the issued shares in the capital of the College or more than five per cent (in number or value) of the issued shares of any one class of shares in the capital of the College.
14. Any issue or transfer of shares in breach of Articles 12 or 13 shall be null and void and of no effect.
15. No transfer of Shares shall take place unless approved by the Governors. The Governors shall not approve any transfer in breach of Article 13.
16. The College shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the College, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys payable by him or his estate to the College, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A shall be modified accordingly.
9. Every registered Shareholder shall be entitled without payment to a certificate for his shares specifying the shares to which it relates and the amount paid up. In case of joint holders the College shall not be bound to issue more than one certificate in respect of any share to all the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all.
10. If a share certificate shall be worn out, lost or destroyed, it may be renewed on such evidence being produced as the Governors shall require, and in case of loss or destruction on execution of such indemnity (if any) and in either case on payment of such of the expenses incurred by the College in investigating evidence as the Governors may from time to time determine.
11. The Governors may, subject to these Articles, from time to time make such calls upon the Shareholders in respect of all moneys unpaid on their shares as they think fit, provided that one month's notice at least is given of each call, and each Shareholder shall be liable to pay the amount of every call so made upon him to the person and at the time and place appointed by the Governors (either by the

resolution authorising the call or otherwise), or, in case no person shall be appointed, to the Secretary and, in case no place be so appointed, at the registered office. There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

12. The joint holders of a share shall be jointly and severally liable to the payment of all calls or other moneys in respect of that share.
13. If before or on the day appointed for payment a call payable in respect of a share is not paid the holder for the time being of the share shall pay interest on the amount of the call from the day appointed for payment to the time of actual payment at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at 4% above the Bank of England base rate but the Governors may waive payment of the interest wholly or in part.
14. Subject to any agreement between the company and the shareholders, Articles 12, 13, 14, 15 and 17 a Shareholder may transfer all or any of his shares by transfer in writing in the usual common form to any person aged 18 or over or to any legal person. Every transfer must be left at the office of the College accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Governors may require to prove the title of the intending transferor.
15. The instrument of transfer of a share shall be executed by the transferor and, unless the share is fully paid, by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Shareholders in respect of that share.
16. The College shall provide a book to be called the register of transfers, which shall be kept by the Secretary under the control of the Governors, and in which shall be entered the particulars of every transfer or transmission of every share.
17. The Governors may in their absolute discretion, refuse to register the transfer of any share which transfer does not comply with the provisions of these Articles or a transfer to any person whom they shall not approve as transferee if in their reasonable opinion such transfer would prejudice the objects of the College (as they are for the time being defined by the Memorandum of Association of the College).
18. In the case of the death of a shareholder the survivor or survivors where the deceased was a joint holder and the executors or administrators of the deceased where he was a sole holder shall be the only persons recognised by the College as having any title to his shares, unless such transfer or transmission would infringe Article 13 in which case no such transfer or transmission shall be valid or capable of taking place. Nothing in these Articles shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. If such transfer or transmission would infringe Article 13 then the shares so affected shall in accordance with these Articles be under the control of the Governors who shall determine to whom such shares shall be transferred and on what terms. The Governors shall have an irrevocable power of attorney from any person interested in such shares permitting the Governors to give full effect to the aforesaid right of the Governors.
19. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Shareholder, may (unless such transfer or transmission would infringe Article 13 in which case no such transfer or transmission shall be valid or capable of taking place) upon producing such evidence of title as the Governors shall require and subject as provided below either be registered himself as holder of a share or elect to have some person nominated by him registered as the transferee of that share. If such transfer or transmission would infringe Article 13 then the Shares so affected shall in accordance with these Articles be under the control of the Governors who shall determine to whom such Shares shall be transferred and on what terms. The

Governors shall have an irrevocable power of attorney from any person interested in such shares permitting the Governors to give full effect to the aforesaid right of the Governors.

20. If the person so becoming entitled under Articles 18 or 19 shall elect to be registered himself, he shall deliver or send to the College a notice in writing signed by him stating that he so elects. For all purposes of these Articles relating to the right to transfer and the registration of transfers of shares, such notice shall be deemed to be a transfer, and the same restrictions, limitations and provisions shall be applicable as if the death or bankruptcy of the Shareholder had not occurred, and the notice were a transfer executed by such Shareholder.
21. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The same restrictions, limitations, and provisions shall be applicable to such transfer, as if the death or bankruptcy of the Shareholder had not occurred, and the transfer were a transfer executed by such Shareholder.
22. A person entitled to a share in consequence of the death or bankruptcy of a Shareholder shall not be entitled to receive notices of, or to attend or vote at, meetings of the College, or to any of the rights or privileges of the Shareholders unless and until he shall have become a Shareholder in respect of the share.
23. For the purpose of ensuring that a transfer of shares is permitted pursuant to the provisions of these Articles or that no circumstances have arisen whereby a transfer notice may be required to be given, the Governors may from time to time require any Shareholder or the legal personal representatives of any deceased Shareholder or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Governors may think fit regarding any matter which they may deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Governors within a reasonable time after request, the Governors shall be entitled to refuse to register the transfer in question.
24. Subject to the provisions of the Acts, the College may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the College or the proceeds of a fresh issue of shares provided however that the consideration for any such purchase shall not exceed the nominal value of the shares purchased.

GENERAL MEETINGS

25. 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. The Annual General Meeting shall be held at such time and place as the Governors shall appoint. All General Meetings other than Annual General Meetings shall be called General Meetings.
26. The Governors may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the Companies Act 2006.
27. 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 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 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 meeting and, in case of special business, the general nature of that business and

shall be given, in the manner mentioned below or in such other manner, if any, as may be prescribed by the College in general meeting, to such persons as are, under these 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:

- (A) in the case of a meeting called as the Annual General Meeting, by all the Shareholders entitled to attend and vote at the meeting; and
- (B) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Shareholders.

Every notice convening a general meeting shall:

- (A) comply with the provisions of section 325(1) of the Companies Act 2006 as to giving information to members relating to their right to appoint proxies;
- (B) be given in accordance with section 308 of the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.

The College may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Governors, to the auditors for the time being of the College and to all persons entitled to share in consequence of the death or bankruptcy of a member, provided that the College has been notified of their entitlement.

- 28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 29. All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Governors and auditors and the election of Governors in the place of those retiring.
- 30. No business shall be transacted at any General Meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business; save as otherwise provided in these Articles, five Shareholders present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, 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 Governors may determine.
- 31. The Chairman, if any, of the Governors shall preside as Chairman at every General Meeting of the College, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Governors present shall elect one of their number to be Chairman of the meeting.
- 32. If at any meeting no Governor is willing to act as Chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Shareholders present shall choose one of their number to be Chairman of the meeting.
- 33. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Apart from this, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

34. 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:
- (A) by the Chairman; or
 - (B) by at least two Shareholders present in person or by proxy; or
 - (C) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
 - (D) by any Governor being a Shareholder

and Regulation 46 of Table A shall be amended accordingly.

Unless a poll be so demanded a declaration by the Chairman 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.

35. Except as provided in Article 37, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
36. 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.
37. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken immediately. 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 a poll has been demanded may be proceeded with pending the taking of the poll.
38. Subject to the Acts, a resolution in writing either signed by all the Shareholders for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) or under the procedure set out in Chapter 2 of Part 13 Companies Act 2006 shall be as valid and effective as if the same had been passed at a general meeting of the College duly convened and held. Any such resolution in writing may consist of two or more documents in similar form, each signed by one or more of such Shareholders.
39. Subject to Articles 72, 73 and 74, each share shall carry one vote.
40. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
41. No Shareholder shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the College have been paid.
42. On a poll votes may be given either personally or by proxy.

43. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder of the College.
44. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the College or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
45. An instrument appointing a proxy shall be in the following form or a form as near as circumstances admit:

THE ROYAL AGRICULTURAL COLLEGE

"I/We
of
being a Shareholder/Shareholders of the Royal Agricultural College and entitled to votes
appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the (Annual) General Meeting of the
College to be held on the day of 20 , and at any adjournment.
Signed

- This day of 20 ."
46. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 47. 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 of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the College at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
 48. Any corporation which is a member of the College may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the College, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the College.

GOVERNORS

49. The Governors shall consist of:
 - (A) Not less than twelve nor more than eighteen persons appointed by the Shareholders of the College in accordance with these Articles ("Independent Governors"); and
 - (B) Not more than five people, who may be co-opted by the Governors from time to time (Co-opted Governors).
50. No Governor shall be entitled to appoint any alternate
51. Independent Governors shall be elected for a term of three years at the Annual General Meeting. A retiring Independent Governor shall be eligible for re-election for up to two further terms.

52. Co-opted Governors shall serve for a term of no more than five years. The appointment of a Co-opted Governor must be approved by the majority of the other Governors of the College. Such an appointment must be for a specific reason that requires the particular skills of the individual concerned and should be for a term agreed in advance but in any case subject to a formal review by the rest of the Governing Body after three years.
53. Co-opted Governors shall be eligible for election to become Independent Governors (and if elected as an Independent Governor shall cease to be a Co-opted Governor). Independent Governors shall be eligible for appointment to become Co-opted Governors (and if appointed as a Co-Opted Governor shall cease to be an Independent Governor).
54. The following other persons are entitled to attend Governing Council meetings and contribute to the discussions but have no vote. There must always be a majority of Independent and Co-opted Governors present:
 - (A) The President
 - (B) The Vice Presidents
 - (C) The Principal
 - (D) The Vice-Principal(s), The Director of Finance and Administration and the two Student Representatives
 - (E) The Staff Representatives, as defined in Article 55.
55. The Staff Representatives shall comprise two members of the academic staff appointed by election from among the whole academic staff body plus one member of support staff appointed by election from the whole support staff body.
56. Staff Representatives shall serve for a term of three years and shall be eligible for re-election for maximum two further terms. A staff representative's term shall expire on the date of appointment of his successor or if the Staff Representative ceases to be a member of staff of the College. Should a Staff Representative retire before the expiry of his term of office his successor shall be subject to retirement at the same time as if he had become a Staff Representative on the day on which the Staff Representative in whose place he is appointed was last elected.
57. The College shall at the meeting at which any Independent Governor retires use its reasonable endeavours to fill up the vacated office by electing a person to it.
58. If at any meeting at which an election of Independent Governors ought to take place, the place of any retiring Independent Governor is not filled up, and this would result in their number falling below the minimum number of twelve, the meeting shall stand for a period not exceeding thirty days with the date and time for the adjourned meeting being agreed before the adjournment, and if at such adjourned meeting, the place of any retiring Independent Governor is not filled up, the retiring Independent Governor may exceptionally serve until the next Annual General Meeting.
59. Subject to Article 49, the College may from time to time in General Meeting increase or reduce the number of Independent Governors.
60. No person holding any office of profit under the College shall be eligible to be Governor.
61. The office of Governor shall be vacated:
 - (A) if the Governor becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (B) if he ceases to be a Governor by virtue of any provision of the Acts or he becomes prohibited by law from being a Governor or a charity trustee; or
 - (C) he is, or may be, suffering from mental disorder and either:

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (D) if the Governor resigns his office by notice in writing to the College; or
 - (E) if the Governor is directly or indirectly interested in any contract with the College and fails to declare the nature of his interest in manner required by section 182 Companies Act 2006; or
 - (F) if the Governor accepts any office of profit under the College;
 - (G) if he shall for more than six consecutive months have been absent without permission of the Governors from meeting of the Governors held during that period and the Governors resolve that his office be vacated.
62. A Governor must make full declaration of pecuniary, family or other interests in any matter under discussion, and should withdraw from that part of a meeting where any such interest is discussed. A Governor shall not vote in respect of any matter in which he is interested, and if he does so his vote shall not be counted. Regulation 94 of Table A shall not apply to the College.
63. The quorum necessary for the transaction of the business of the Governors shall be one-third of the Governors, or if division by three does not produce a whole number, the next highest whole number of Governors and the majority of those present must be Independent Governors.
64. The Governors may elect a Chairman and one or more Vice-Chairmen from amongst the Independent Governors to serve as either the Chairman or as a Vice-Chairman for a period of up to three years. These posts shall normally be held by an Independent Governor. A Chairman or Vice-Chairman is normally only eligible for re-election once for a further period of up to three years but, in exceptional circumstances a third three year term may be offered at the discretion of Council.
65. The Chairman, and failing him a Vice-Chairman so nominated by the Governors, shall preside at every meeting of the Governors, but if at any meeting the Chairman or any Vice-Chairman is not present within five minutes after the time appointed for holding the meeting the Governors present may choose a Governor to be Chairman of the meeting.
66. The Independent Governors and the Co-opted Governors may be repaid by the College travelling, hotel and other expenses properly incurred by the attending and returning from meetings of the Governors or any committee of the Governors or any General Meeting or in rendering any other service in their capacity as Governors, but shall not be entitled to any remuneration for their services as Governors.

FUNCTIONS OF THE GOVERNORS

67. The business of the College shall be the responsibility of the Governors, who 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 the Acts or by these Articles required to be exercised or done by the College in General Meeting, subject nevertheless to these Articles, to the provisions of the Acts and to such regulations not being inconsistent with these Articles or with such provisions as may be prescribed by the College in General Meeting, but no regulation made by the College in General Meeting shall invalidate any prior act of the Governors which would have been valid if such regulation had not been made.

68. The Governors of the College shall, in addition to all other powers vested in them, have the following powers and functions:
- A to determine the educational character and mission of the College and to oversee its activities;
 - B to approve annual budgets for expenditure and estimates of income;
 - C to approve the annual financial accounts of the College, as certified by the Auditors and to approve the annual report of the activities of the College;
 - D to appoint or dismiss an Auditor or Auditors;
 - E to ensure the solvency of the College and the safeguarding of its assets;
 - F to approve long-term plans for the development and success of the College and the courses of study it offers;
 - G to appoint or dismiss the Vice-Presidents;
 - H to appoint, suspend or dismiss the Principal and determine the Principal's pay and conditions of service;
 - I to appoint, suspend or dismiss, after consultation with the Principal the holders of senior posts and determine their pay and conditions of service;
 - J To set a framework for the pay and conditions of service for all other staff;
 - K to nominate jointly with the Academic Board the person to be appointed the President by the Convocation;
 - L to appoint Members of the Governors of the College to represent the College on other bodies;
 - M to establish, on the recommendation of the Academic Board, Schools of Studies;
 - N to ensure that academic staff have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy or losing their posts or any privileges they may have at the College;
 - O to establish or abolish after consultation with the Principal senior posts in the College, and to appoint one person to more than one post;
 - P to establish or abolish, on the recommendation of the Principal, after consultation with the Academic Board, academic posts in the College;
 - Q on the recommendation of the Principal and the Academic Board, to establish or abolish the organs of academic administration, to prescribe their constitutions and functions, and to modify or revise the same;
 - R to review the work of the College and take such steps as it thinks proper for the furtherance of the objects of the College including making and publishing any regulations and procedures for the government and conduct of the College and its students;
 - S to review, jointly with the Academic Board and after having received the advice of the School Advisory Councils, the relevance and success of the

courses of study offered by the College, in the context of the objects of the College;

- T following an appeal after dismissal procedures, to take evidence, to consider and adjudicate on the appeal of any employee of the College;
 - U to institute, on the recommendation of the Academic Board, and subject to any conditions imposed by donors or the Academic Board, Fellowships, Scholarships, Studentships, Exhibitions, Bursaries, Prizes and other aids to and awards for study and research on such conditions as the Governors of the College sees fit;
 - V to provide and manage land, buildings, premises, furniture, apparatus and other means needed to carry out the work of the College;
 - W to borrow money, and to mortgage or charge the whole or any part or parts of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the College or of any third party;
 - X to publish an annual report on the activities of the College;
 - Y following recommendations of the Academic Board, to approve the conferring of Honorary Degrees or other honorary distinctions;
 - Z on the recommendation of the Academic Board, to determine which persons, should be Members of the College; and
 - AA to establish such committees of the Governors of the College as it sees fit from time to time.
69. The Governors may delegate all or any of their functions as they see fit, other than the functions set out in Article 68 (A) to (N).
70. The seal of the College shall not be affixed to any instrument except by the authority of a Resolution of the Governors or of a Committee of the Governors duly authorised and shall be so affixed in the presence of at least two Governors or one Governor and either the Secretary or the Principal.

THE ACADEMIC BOARD

71. Subject to the provisions of these Articles to the overall responsibility of the Governors, the Academic Board shall be the primary committee responsible for the management of the academic activities of the College. Subject to the powers reserved to the Governors of the College, the Academic Board shall make regulations, appoint and remove its sub-committees and take such other measures and act in such a manner as shall appear to be best calculated to promote the academic work of the College both in teaching and research and for the regulation and superintendence of the education and academic discipline of the students of the College. The membership and powers of the Academic Board, and of its sub-committees, shall be as specified in the Teaching Quality Handbook, as maintained by the Academic Registrar of the College.

THE UNION CLUB

72. There shall be a union of the students of the College, to be called The Union Club or such other name as the students of the College shall decide, subject to the approval of the Governors. The Union Club shall conduct and manage its own affairs and

funds in accordance with a constitution approved by the Board of Governors. No amendment to or rescission of that constitution in part or in whole shall be valid unless and until approved by the Board of Governors.

AMENDMENTS TO THESE ARTICLES

73. Amendments may only be made to these Articles or the adoption of new Articles in substitution for these Articles with the consent of the Privy Council by special resolution of the College's Shareholders in accordance with the Acts but so that for the purposes of any such special resolution the Governors holding Shares shall be deemed to hold 75% of the votes capable of being cast at any general meeting (apportioned amongst such Governors) considering an amendment to the Articles.

REMOVAL OF GOVERNORS

74. A Governor may only be removed as a Governor by ordinary resolution of the College's Shareholders in accordance with section 168 of the Companies Act 2006 but so that for the purposes of any such ordinary resolution the Governors holding Shares shall be deemed to hold 51% of the votes capable of being cast at any general meeting (apportioned pro rata amongst such Governors) considering a resolution to remove a Governor.

LIMIT ON AUTHORITY AND POWERS OF GOVERNORS

75. The authority and/or powers of the Governors can be amended with the approval of the Privy Council by special resolution of the College's Shareholders in accordance with the Acts but so that for the purposes of any such special resolution the Governors holding Shares shall be deemed to hold 75% of the votes capable of being cast at any general meeting (apportioned pro rata amongst such Governors) considering an amendment to the authority and/or powers of the Governors.

ACCOUNTS AND AUDITORS

76. True accounts shall be kept of the sums of money received and expended by the College, and of the matter in respect of which such receipt and expenditure takes 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 of the College for the time being, shall be open to the inspection of the Shareholders. Separate accounts shall be kept of special trust funds devoted or appropriated to special purposes. Once at least in every year the accounts of the College shall be examined and the correctness of the balance sheet be ascertained by one or more properly qualified auditor or auditors.
77. The Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of Shareholders not being Governors, and no Shareholder (not being a Governor) shall have any right of inspecting any account or book or document of the College except as conferred by statute or authorised by the Governors or by the College in General Meeting.
78. (A) Auditors must be appointed for each financial year of the College. The appointment must be made in the period for appointing auditors as defined in section 485 of the Companies Act 2006.

- (B) The College's auditors cease to hold office at the end of next period for appointing auditors unless and until they are re-appointed by the members in accordance with section 485(4) of the Companies Act 2006.

NOTICES

79. A notice may be given by the College to any Shareholder either personally or by sending it by post to him or to 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 notice 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 expiration of 24 hours after a letter containing the notice is posted by first class post, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
80. Notice of every general meeting shall be given in any manner authorised in the preceding Article to:
- (A) every Shareholder except those Shareholders 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;
 - (B) every person being a legal personal representative or a trustee in bankruptcy of a Shareholder where the Shareholder but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (C) the Auditors for the time being of the College; and
 - (D) each Governor.

No other person shall be entitled to receive notices of General Meetings.

81. Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the Shareholder received or was deemed to have received notice of the fact that the notice was available on the website.

If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the College is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the College shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

WINDING UP

82. If upon the winding-up or dissolution of the College there remains, after satisfaction of all its debts and liabilities, any property at all, the same shall not be paid to or distributed among the Shareholders of the College (unless they be charities having similar objects to the College), but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College, to be determined by the Shareholders of the College at or before the time of dissolution, and in default by the Secretary of State for Innovation, Universities and Skills (or any successor body thereto).
83. In regulation 177 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division", and the words "extraordinary resolution" shall be replaced by the words "special resolution".

INDEMNITY

84. Without prejudice to any indemnity to which he may otherwise be entitled, every Governor or any other Relevant Officer shall be indemnified and kept indemnified out of the College's assets against all liability incurred by him in the execution and discharge of his duties as a Governor or other Relevant Officer of the College or any associated company in connection with:

- (A) defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty, breach of trust or otherwise in relation to the College or any associated company or its or their affairs, in which judgement is given in his favour or in which he is acquitted or in defending or settling any such proceedings which are otherwise disposed of on terms previously agreed with the Governors without any finding or admission of negligence, default, breach of duty or breach of trust on his part; or
- (B) any application under Section 1157 of the Companies Act 2006 in which relief is granted to him by the Court

provided that this article shall not grant, or entitle any such person to, indemnification to the extent that it would cause this Article, or any part of it, to be void under the Acts.

85. Without prejudice to any indemnity to which he may otherwise be entitled (including, for the avoidance of doubt, any indemnity under or pursuant to these Articles) and to the extent permitted by the Acts, the Governors shall, at their sole discretion, have power in the name and on behalf of the College to:

- (A) grant on such terms as it sees fit to any person who is a Governor or any other Relevant Officer an indemnity or indemnities out of the assets of the College in respect of any liability incurred by him as a Governor of the College or as a Relevant Officer (subject always to such indemnity or indemnities being a Qualifying Third Party Indemnity Provision) and (subject as aforesaid) to amend, vary or extend the terms of any such indemnity so granted, again on such terms as the Governors see fit; and /or
- (B) enter into and amend, vary or extend such arrangements as it sees fit:
 - (i) to provide any person who is a Governor with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceeding brought against him as such or in connection with any application for relief under Section 1157 of the Companies Act 2006; or
 - (ii) to enable any such person to avoid incurring any such expenditure.

86. Any loan or other arrangement entered into under Article 85(B)(i) in respect of:

- (A) any criminal proceedings brought against; or
- (B) any application for relief under section 1157 of the Companies Act 2006 by; or
- (C) any civil proceedings brought by the College (or, at the discretion of the Governors, by any third party) against,

such Governor to whom such loan or arrangement is granted, shall be conditional upon such Governor undertaking to the College in such terms as Governors shall require immediately to repay the College and otherwise immediately indemnify discharge and hold the College harmless from and against all payments made and liabilities incurred by the College in respect of such loan or other arrangement in the event that such proceedings should result in a conviction, judgement or refusal of relief which in any such case is final as determined in accordance with section 205(3) and (4) of the Companies Act 2006.

87. For the purposes of Articles 84 to 86:

- (A) "Relevant Officer" is any officer of the College or an associated company (other than in either case any person (whether or not an officer of the College or an associated company) engaged by the College or an associated company as auditor);
- (B) "associated company" has the meaning given to that term in Section 256 of the Companies Act 2006; and
- (C) "Qualifying Third Party Indemnity Provision" has the meaning given to that term in Section 234 of the Act 2006; and
- (D) a Governor shall be entitled to vote and to be counted in the quorum at any meeting of the Governors or a committee of the Governors at which any indemnity, arrangement or proposal falling within any of the provisions of Articles 84 or 85 is to be considered and, for the purposes of Regulation 94 of Table A, any interest which any Governor may have in such indemnity, arrangement or proposal shall not be a material interest unless the terms of such indemnity, arrangement or proposal confer upon such Governor a privilege or benefit not generally available to, or awarded to, any other Governor. The decision of the Chairman as to whether the indemnity, arrangement or proposal to be considered at the meeting falls within the provisions of Articles 84 or 85 or as to the materiality of any director's interest therein for the purposes of the Article and Regulation 94 of Table A shall be final and conclusive.

88. Subject to the provisions of the Acts, the College may purchase and maintain for any Relevant Officer of the College insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the College, including to the extent permitted by the Acts, but not limited to, liability for costs, charges and expenses incurred by him in relation to any such matters PROVIDED THAT any such insurance shall not extend to any claim arising from liability resulting from conduct which the Relevant Officer knew, or must be assumed to have known, was not in the best interests of the College, or which the Relevant Officer did not care whether it was in the best interests of the College or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of the Relevant Officer.

**OFFICERS,
MEMBERS OF CONSTITUTIONAL BODIES AND ACADEMIC STAFF**

Suspension

- 89. The Chairman or in the absence of the Chairman, the Vice Chairman of the Governors of the College, may suspend from duty, with pay, the holder of a senior post (being the Principal, Vice-Principals, Director of Finance and Clerk of the College) for misconduct or other good and urgent cause. The Chairman or Vice Chairman shall report such suspension in writing to the Governors of the College within two working days or as soon thereafter as practicable.
- 90. The Principal may suspend from duty, with pay, any member of the staff other than the holder of a senior post for misconduct or other good and urgent cause.
- 91. Anyone who is suspended from duty under Article 88 or 89 shall be entitled to receive from the Principal, or in the case of the holders of senior posts, from the Chairman or Vice Chairman of the Governors of the College, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 92. Procedures for the suspension of staff under Article 90 or 91 shall be specified in rules made by the Governors of the College after consultation with the staff. The rules shall include provision that:

- A) any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Article 93 or of a notification from the Principal under Article 100.
- B) any appeal made under Article 92 A) shall be considered as soon as practicable; and
- C) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal of holders of senior posts including the Principal and the Clerk

- 93. If the Chairman of the Board of Governors, or in his absence the Vice Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chairman, Vice Chairman or the Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal and to make a report to the Board of Governors.
- 94. The person whose dismissal is to be considered should be notified in writing of the reasons for such consideration by the Special Committee and shall have the right to make representations to the Committee, including oral representations, for which purpose he may be accompanied and represented by a colleague or trade union representative.
- 95. The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any considerations which the committee considers should be taken into account in the Board of Governors' consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board of Governors.
- 96. The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors, including oral representations for which purpose he may be accompanied and represented by a friend or colleague.
- 97. The Special Committee shall consist of up to five members of the Board of Governors. The Chairman of the Board of Governors, the Vice Chairman and the Principal shall not be eligible for membership of the Special Committee.
- 98. The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 93 to 97.

Dismissal of other members of staff

- 99. The Principal may dismiss any member of the staff other than the holder of a senior post and if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- 100. Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 99 do not prevail he shall notify the member of staff concerned in writing of that proposal. That staff member shall be given an opportunity to make representations to the Principal (including oral representations, for which purpose the staff member may be accompanied by a colleague or trade union representative) before any decision to dismiss by the Principal is taken.

101. Where a staff member has been dismissed pursuant to Article 99 or a decision to dismiss has been taken pursuant to Article 100 that staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
102. Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include rights of representation.

Retiral

103. The Principal of the College shall retire from office on 31 July of or following his 65th birthday. The holders of other senior posts and academic staff of the College shall normally retire from office on or before the last day of the month in which shall end the College term in which they attain the age of sixty-five. For other staff the Normal Retirement Age is their 65th birthday. After consultation with the Principal as required under these Bye-laws, the Governors of the College may agree to any holder of a senior post (including the Principal) continuing in his office for additional periods in accordance with College policy. The Principal of the College may agree to any other member of staff continuing in his office for additional periods in accordance with College policy.
104. Appointed and co-opted members of any Constitutional Body shall not be eligible for re-appointment after they shall have attained the age of seventy two.

Grievance Procedures

105. After consultation with the staff, the Governors of the College shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

106. Where the Acts permit the College to send documents or notices to its Shareholders in electronic form or by means of a website, the documents will be validly sent provided the College complies with the requirements of the Acts.

Subject to any requirements of the Acts only such documents and notices as are specified by the College may be sent in electronic form to the address specified by the College for that purpose and such documents or notices are sufficiently authenticated if the identity of the sender is confirmed in the way the College has specified.