

**Southport College**  
**Instrument and Articles approved by the Corporation on 16<sup>th</sup> October 2018**  
**and updated April 2020**

**INSTRUMENT OF GOVERNMENT**

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**Interpretation**

1. In this Instrument of Government
  - (a) 'member' means the members of the Corporation who hold such office by virtue of sections 2 and 3 of the Instrument of Government from time to time (e.g. independent governors, the Principal, any staff governors, any student governors and any parent governors) with the full rights and subject to all the duties and responsibilities of members of a statutory further education corporation, notwithstanding any other term which may be used to refer to such persons (for instance, members may also be referred to as 'full members', 'governors' or 'full governors' from time to time).
  - (b) 'associate member' means any person co-opted or appointed from time to time in accordance with the provisions of the Instrument and Articles of Government or any rules, bye laws, standing orders, policies and procedures which the Corporation may adopt from time to time with those rights and subject to those duties and responsibilities as may be decided by the

Corporation from time to time, notwithstanding any other term which may be used to refer to such persons (for instance, associate members may also be referred to as 'associate governors' or 'co-opted committee members' from time to time). Associate members shall not be members of the Corporation.

- (c) 'the Clerk' means the Clerk to the Corporation;
- (d) 'the Corporation' means the governing body of Southport College;
- (e) 'the College' means Southport College which the Corporation is established to conduct and any college for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;
- (f) 'this Instrument' means this Instrument of Government;
- (g) 'meeting' includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (h) 'necessary skills' means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (i) any reference to 'the Principal' will include a person acting as Principal;
- (j) 'Secretary of State' means the Secretary of State for Education or its successor from time to time;
- (k) 'Staff' means a person or persons who have a contract of employment with Southport College;
- (l) 'staff matters' means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.

## **Composition of the Corporation**

2. (1) The Corporation will consist of
- (a) up to twenty members, but not less than ten members, who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government ('independent governors'); and
  - (b) the Principal; and
  - (c) up to three members of staff, two being members of the academic staff, to be nominated and elected by those staff, and one being a member of the non-academic staff, to be nominated and elected by those staff ('staff governors'); and
  - (d) at least one Student of the College, and up to three, who have been nominated by their fellow Students, or self-nominated, and recommended for appointment by the Student Council ('student governors'); and
  - (e) up to one person who is a parent or guardian of a Student of the College, who has been nominated by and elected by the parents of Students of the College or otherwise appointed by the Corporation in accordance with procedures adopted from time to time by the Corporation ('parent governor').

- (2) The Clerk will be responsible for advising the Corporation whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph 2.(1).
- (3) Changes to the numbers of members can only be by resolution of the Corporation.

#### **Appointment of the members of the Corporation**

- 3 (1) The Corporation is the appointing authority in relation to the appointment of its members.
- (2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- (3) A member of the Corporation will hold office for a term determined by the Corporation on appointment.
- (4) Members retiring at the end of their term of office will be eligible for reappointment.

#### **Appointment of the Chair and Vice Chairs**

4. (1) The members of the Corporation will appoint a Chair and up to three Vice Chairs from among themselves, but neither the Principal nor any staff, student or parent governor will be eligible to be appointed as Chair or Vice Chair or to act as Chair in their absence.
- (2) If both the Chair and the Vice Chairs are absent from any meeting of the Corporation, the members present will choose someone from among themselves to act as Chair for that meeting.
- (3) The Chair and Vice Chairs will hold office for such period as the Corporation decides and may resign from office at any time by giving notice in writing to the Clerk.
- (4) If the Corporation is satisfied that the Chair or Vice Chairs are unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or a Vice Chair from office and the office will then be vacant.
- (5) At the end of their respective terms of office, the Chair and Vice Chairs will be eligible for reappointment.

#### **Appointment of the Clerk to the Corporation**

5. (1) The Corporation will appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation will appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk will include a temporary Clerk appointed under paragraph 5(2)
- (4) Subject to paragraphs 11 (9) and 11 (10), the Clerk will attend all meetings of the Corporation and any of its committees.

#### **Persons who are ineligible to be members**

6. (1) The following persons are ineligible to be appointed as a member of, or from continuing to be a member of, the Corporation:
  - (a) anyone under the age of 18 years, except as a student governor;
  - (b) the Clerk;

- (c) a person who is a member of staff of the College, except as a staff governor, parent governor or in the capacity of Principal;
- (d) a person who is disqualified from being a trustee of a charity in accordance with sections 178-184 of the Charities Act 2011 (as amended from time to time). The relevant provisions of the Charities Act 2011 are available on request from the Clerk.

### **Termination of membership**

7. (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member
- (a) is unfit or unable to discharge the functions of a member; or
  - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
  - (c) has been guilty of any fraud or dishonesty or acted in any manner which, in the Corporation's opinion, brings or is likely to bring the Corporation into disrepute or is materially adverse to the Corporation's interests; or
  - (d) breaches the code of conduct applying to members of the Corporation from time to time;
- the Corporation may by notice in writing to that member suspend or remove the member from office.
- (3) Notwithstanding the provisions of paragraphs 7(1) and 7(2), any person who is a member of the Corporation by virtue of being a member of the staff at the College, including the Principal, will also cease to hold office upon ceasing to be a member of the staff.
- (4) Notwithstanding the provisions of paragraphs 7(1) and 7(2), any student governor will also cease to hold office
- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be student as the Corporation may decide or
  - (b) if expelled from the College.
- (5) Notwithstanding the provisions of paragraphs 7(1) and 7(2), any parent governor will also cease to hold office at the end of the final academic year of their son or daughter at the College, or at any other time in the year after their son or daughter ceasing to be a student as the Corporation may decide.

### **Members not to hold interests in the College**

8. (1) A member to whom paragraph 8 (2) applies will
- (a) disclose to the Corporation the nature and extent of the interest; and
  - (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 8 (2) is to be considered, not take part in the consideration or vote on any question with respect to it; and
  - (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 8 (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who

- (a) has any financial interest in
    - (i) the supply of work to the College, or the supply of goods for the purposes of the College;
    - (ii) any contract or proposed contract concerning the College; or
    - (iii) any other matter relating to the College; or
  - (b) has any other interest of a type specified by the Corporation in any matter relating to the College.
- (3) This clause will not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (4) Notwithstanding the remainder of this clause 8, the Corporation shall indemnify a relevant member against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Corporation. In this sub-clause 'relevant member' means any member or former member of the Corporation.
- (5) The Clerk will maintain a register of the interests of the members which have been disclosed and the register will be made available during the College's normal office hours to any person wishing to inspect it.

## **Meetings**

9. (1) The Corporation will meet at least once in every term, and will hold such other meetings as may be necessary.
- (2) Subject to paragraphs 9 (3) (4) and (5), all meetings will be called by the Clerk, who will, at least seven calendar days before the date of the meeting, send to the members of the Corporation notice of the meeting and a copy of the proposed agenda.
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair will, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- (4) A special meeting of the Corporation may be called at any time by the Chair, or at the request of five members, at least two of whom must be independent governors, in writing to the Clerk.
- (5) Where the Chair, or in the Chair's absence a Vice Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- (6) Every member will act in the best interests of the Corporation and will not be bound to speak or vote by mandates given by any other body or person.

## **Quorum**

10. (1) Meetings of the Corporation will be quorate if the number of members present is at least 40% of the total number of members, of which more than half must be independent governors.
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting will not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting will be terminated at once.

- (4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- (5) Members who declare any interest in an item will not count towards the quorum.

### **Proceedings of meetings**

- 11.**
- (1) Every question to be decided at a meeting of the Corporation and its committees will be decided by a majority of the votes cast by members present and entitled to vote on the question.
  - (2) Where, at a meeting of the Corporation or a committee, there is an equal division of votes on a question to be decided, the chair of the meeting will have a second or casting vote.
  - (3) A member may not vote by proxy or by way of postal vote.
  - (4) No resolution of the members may be rescinded, varied or reconsidered, for at least six months, unless five members, which must include at least two independent governors, submit written notice to the Clerk requesting that the matter be put on the agenda for the next meeting of the Corporation.
  - (5) A member of staff at the College, including the Principal, will withdraw
    - (a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered; in respect of the latter the member of staff need not disclose an interest may take part in the consideration of the matter vote on any question with respect to it count towards the quorum present at that meeting, provided that in so doing, the staff governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but will withdraw from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
    - (b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
    - (c) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that members are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
  - (6) A student governor who is under the age of 18 will not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal
    - (a) for the expenditure of money by the Corporation; or
    - (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
  - (7) A student governor will withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

- (8) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the College, a student governor will
  - (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
  - (b) where required to do so by a majority of the members, other than student governors, of the Corporation or committee present at the meeting, withdraw from the meeting.
- (9) The Clerk will withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- (10) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation will appoint a person from among themselves to act as Clerk to the committee during this absence.
- (11) A parent governor will withdraw from that part of any meeting of the Corporation or any of its committees, at which the conduct, suspension or expulsion of a Student who the parent governor is a parent or guardian of, is to be considered.

### **Written resolutions**

- 12. (1) In addition to the provisions set out under paragraph 11, the Corporation and its committees may also adopt resolutions in writing without any meeting taking place.
- (2) A resolution in writing shall be as effectual as if it had been passed at a meeting duly convened and held provided that:
  - (a) a copy of the proposed resolution has been sent to all the members of the Corporation or the relevant committee entitled to attend and vote on the matter; and
  - (b) within 14 days of the date that the written resolution was issued to all the members of the Corporation or the relevant committee under paragraph (a), such number of members of the Corporation or the relevant committee as required if the resolution had been proposed at a meeting of the Corporation or of the relevant committee (as the case may be) have agreed to the resolution in writing.
- (3) The resolution may consist of several instruments in the like form each agreed by one or more members of the Corporation or of the relevant committee.
- (4) The adoption of the written resolutions shall be noted at the next meeting of the Corporation or the relevant committee and the Clerk shall update the minute book(s) accordingly.

### **Minutes**

- 13. (1) Written minutes of every meeting of the Corporation will be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting will be taken as an agenda item.
- (2) Paragraph 13 (1) will not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they will be taken as an agenda item at the next meeting which is not a special meeting.
- (3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes will be signed as a true record by the Chair of the meeting.

- (4) Separate minutes will be taken of those parts of meetings from which staff governors, the Principal, student governors, parent governors or the Clerk have withdrawn from a meeting in accordance with paragraph 11 (5), (7), (8) or (9) and such persons will not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- (5) Subject to confidential items not being published, the Clerk will ensure that the minutes of Corporation and committee meetings, if they have been approved by the Corporation or committee concerned, are published on the College's website and made available for inspection at the College by any person, during normal office hours.

#### **Public access to meetings**

14. (1) Persons who are not members of the Corporation will not be admitted to meetings of the Corporation or its committees unless invited to do so by the Chair of the Corporation in respect of Corporation meetings, and committee chairs in respect of their committees; the Clerk will ensure that this policy is published on the College's website.
- (2) Notwithstanding the provisions of paragraph (1) associate members shall always be admitted to meetings of the Corporation or its committees unless:
  - (a) the Corporation otherwise decides in its rules, bye laws, standing orders, policies and procedures adopted under Article 13 ;or
  - (b) the Chair of the Corporation in respect of Corporation meetings, and committee Chairs in respect of their committees otherwise decide on a case by case basis.

#### **Publication of minutes and papers**

15. (1) Subject to paragraph (2), the Clerk will ensure that a copy of
  - (a) the agenda and the signed minutes for every meeting of the Corporation and its committees
  - (b) any report, document or other paper considered at any such meetings will as soon as possible be made available during normal office hours at the College to any person wishing to inspect them.
- (2) There will be excluded from any item made available for inspection any material relating to
  - (a) a named person employed at or proposed to be employed at the College;
  - (b) a named student at, or candidate for admission to, the College;
  - (c) the Clerk; or
  - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) Subject to paragraph 15 (2), the Clerk will ensure that a copy of the signed minutes of every meeting of the Corporation and its committees under paragraph 15 (1) are placed on the College's website for at least one year.
- (4) The Corporation will review annually all material excluded from inspection under paragraph 15 (2) (d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

### **Payment of expenses to members and associate members**

16. The Corporation may pay to its members, and associate members, such travelling, subsistence or other expenses as it decides.

### **Copies of the Instrument of Government**

17. A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the College upon request, during normal office hours, to every member of staff and every student.

### **Change of name of the Corporation**

18. The Corporation may change its name with the approval of the Secretary of State.

### **Application of the seal**

19. The application of the seal of the Corporation will be authenticated by
  - (1) the signature of either the Chair or a Vice Chair, or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
  - (2) the signature of any other member.

## ARTICLES OF GOVERNMENT

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#### **Interpretation**

1. In these Articles of Government
  - (a) any reference to 'the Principal' will include a person acting as Principal;
  - (b) 'the Articles' means these Articles of Government;
  - (c) 'Chair' and 'Vice Chair' mean respectively the Chair and any Vice Chair of the Corporation appointed under clause 4 of the Instrument of Government;
  - (d) 'the Clerk' has the same meaning as in the Instrument of Government;
  - (e) 'the Corporation' has the same meaning as in the Instrument of Government;
  - (f) 'staff governor' and 'student governor', 'parent governor' have the same meanings as in the Instrument of Government;
  - (g) 'the Secretary of State' means the Secretary of State for Education or its successor from time to time;
  - (h) 'senior post' means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
  - (i) 'the staff' means all the staff who have a contract of employment with the College;
  - (j) 'the students' union' means any association of students formed to further the educational purposes of the College and the interests of students, as students, or any representative body.

## **Conduct of the College**

2. The business of the College will be conducted in accordance with the provisions of
  - (1) the Instrument of Government;
  - (2) these Articles;
  - (3) College rules, policies and procedures established under Article 13,
  - (4) the seven principles of public life as set out in the 'Second Report of the Nolan Committee on Standards in Public Life' May 1996;
  - (5) United Kingdom and European Union legislation (to the extent this remains applicable in the United Kingdom as a matter of general law), directives and case law; and
  - (6) any other regulatory requirements, such as the Financial Memorandum and the Audit Code of Practice.

## **Responsibilities of the Corporation, the Principal and the Clerk**

3. (1) The Corporation will be responsible for the
  - (a) determination and annual review of the College's educational character and mission;
  - (b) the approval of the College's overarching strategic direction and strategy;
  - (c) publishing arrangements for obtaining the views of staff and students on the determination and annual review of the educational character and mission of the College and the oversight of its activities;
  - (d) approving the quality strategy of the College annually;
  - (e) effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
  - (f) approving annual estimates of income and expenditure;
  - (g) appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk;
  - (h) setting a framework for the pay and conditions of service of all other staff.
- (2) Subject to the responsibilities of the Corporation, the Principal will be responsible for
  - (a) making proposals to the Corporation about the educational character and mission of the College and implementing the decisions of the Corporation;
  - (b) the determination of the College's academic activities;
  - (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
  - (d) the organisation, direction and management of the College and leadership of the staff;
  - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework approved by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk;
  - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk will be responsible for advising the Corporation on the operation of its powers, procedural matters, the conduct of its business and matters of governance practice.

#### **The establishment of committees and delegation of functions generally**

4. (1) In addition to any legal committee requirements, the Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk, and may delegate powers to
  - (a) such committees;
  - (b) the Chair, or in the Chair's absence, a Vice Chair; or
  - (c) the Principal.
- (2) The number of members of a committee, which may include associate members, and the terms on which they are to hold and to vacate office, will be decided by the Corporation.
- (3) The Corporation may also establish committees under collaboration arrangements made with other further education colleges or maintained schools (or with both), and such joint committees will be subject to any statutory or regulatory requirements.

#### **Delegable and non-delegable functions**

5. The Corporation will not delegate the
  - (a) determination of the educational character and mission of the College;
  - (b) the approval of the College's overarching strategic direction and strategy;
  - (c) approval of the annual estimates of income and expenditure;
  - (d) responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets;
  - (e) appointment of the Principal or holder of a senior post;
  - (f) appointment of the Clerk; and
  - (g) modification or revocation of these Articles.

#### **Principal's delegation**

6. The Principal may delegate functions to the holder of any other senior post other than the management of budget and resources and any other functions that have been delegated specifically to the Principal by the Corporation.

#### **Appointment and promotion of staff**

7. (1) The Corporation will appoint the Principal, senior postholders and the Clerk in accordance with its policies and procedures in this regard.
- (2) In the event of a senior post vacancy, or long term absence, a member of staff
  - (a) may be required to act as Principal or in the place of any other senior post holder; and
  - (b) if so required, will have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.
- (3) The Principal will be responsible for the appointment of all members of staff, other than senior post holders and the Clerk, in accordance with the Corporation's policies and procedures in this regard.

#### **Codes of conduct**

8. The Corporation will approve codes of conduct for governors, staff and contractors.

## **Grievance, suspension and disciplinary procedures**

9. The Corporation will approve procedures for all staff to cover grievance, suspension, discipline and dismissal.

## **Students**

10. (1) Any students' union will conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation.
- (2) After consultation with representatives of the students, the Corporation will make rules concerning the conduct of students, including procedures for their suspension and expulsion, including expulsion for an unsatisfactory standard of work or other academic reason.

## **Academic Freedom**

- 11 In making rules on the conduct of staff, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

## **Internal audit**

12. (1) The Corporation will, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- (2) The Corporation may arrange for the examination and evaluation mentioned in clause 11 (1) to be carried out on its behalf by internal auditors.
- (3) The Corporation will not appoint persons as internal auditors to carry out the activities referred to in clause (1) if those persons are already appointed as external auditors under article 12.

## **Accounts and audit of accounts**

13. (1) The Corporation will
- (a) keep proper accounts and proper records in relation to the accounts; and
  - (b) prepare a statement of accounts for each financial year of the Corporation.
- (2) The statement will
- (a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
  - (b) comply with any directions given by the CE of the Education and Skills Funding Agency (or successor body from time to time) as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
- (3) The accounts and the statement of accounts will be audited by external auditors appointed by the Corporation in respect of each financial year.
- (4) The Corporation will not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 11.
- (5) Auditors will be appointed and audit work conducted in accordance with any legal or regulatory requirements.

### **Rules, bye laws, standing orders, policies and procedures**

14. The Corporation will establish rules, bye laws, standing orders, policies and procedures relating to the government and conduct of the College.

### **Copies of Articles of Government and rules, bye laws, standing orders, policies and procedures**

15. A copy of these Articles, and of any rules, bye laws, standing orders, policies and procedures, shall be given free of charge to every member of the Corporation and to every associate governor and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the College upon request, during normal office hours, to every member of staff and every student.

### **Modification or replacement of the Instrument and Articles of Government**

16. The Corporation may amend an Instrument or Article by a majority resolution at a Corporation meeting, providing that no changes result in the body ceasing to be a charity.

### **Dissolution of the Corporation**

17. (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.  
(2) The Corporation will ensure that a copy of the draft resolution to dissolve the Corporation on a specified date will be published at least one month before the proposed date of such resolution.

**ADDENDUM APPROVED BY THE CORPORATION BY WRITTEN RESOLUTION DATED 7 APRIL 2020**

In order to ensure that all necessary decisions can be taken to meet statutory and charitable trustee duties in accordance with agreed governance standards, the Corporation has made the following amendments to the Instrument and Articles of Government during the current Coronavirus outbreak and to review the decision at the end of the outbreak:

1. Instrument 10 (1) be amended to state that meetings of the Corporation shall be quorate if the number of members present (including those joining a meeting remotely) is equivalent to at least 4 independent members – a change from 40% of the total number of independent members (calculation is a rounding up to 6);
2. The Director of Governance in consultation with the Chair (or Vice Chair in the Chair's absence) use written resolutions where straightforward decisions are required with email confirmation approved in place of physical signatures;