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3.
 - (1) The Corporation is the appointing authority in relation to the appointment of its members in category 2(1)(a) above.
 - (2) If the number of members falls below the number needed for a quorum,

(3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).

(4) Subject to clause 12, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.

(5) The Clerk may also be a member of staff at the institution.

6. (1) No one under the age of 18 years may be a member, except as a student member.

(2) The Clerk may not be a member.

(3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of CEO.

(4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

(5) A person shall be disqualified from holding, or from continuing to hold, office as a member, if that person is adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy

(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 shall, 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 meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.

(5) Where the Chair, or in the Chair's absence the 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)

- (3) A member may not vote by proxy.
- (4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (5) Except as provided by procedures made pursuant to rules and bye-laws as specified in the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the CEO, shall 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;
 - (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) 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
 - (d) 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 member's

service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and

(b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5) above.

(10) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or a committee of the Corporation whether under paragraph (9) above or otherwise, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

13. (1) Written minutes of every meeting of the 375.67 688.18 Tm0 gP #MCID 72nBT/F1 9.96 Tf1

18. Any notice given by post shall be made by first class pre paid post and shall be deemed to be delivered on the business day following its posting. Notices served by hand or by electronic means shall be deemed to be delivered on the business day of delivery or if not a business day then the next business day.

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

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1. Interpretation of the terms used
2. Conduct of the institution

1. In these Articles of Government:

- (a) any reference to "the CEO" shall include a person acting as CEO;
- (b) "the Articles" means these Articles of Government;
- (c) "Chair" and "Vice-Chair"

13. The Corporation shall approve the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the Skills Funding Agency or any successor or other body.
14. The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.
15. A copy of these Articles, 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 requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.
- 16.(1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
 - (2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.
- 17.(1) The Corporation may by resolution dissolve itself and provide for the transfer oed9u5000885(s)-6