NWSLC

NORTH WARWICKSHIRE & SOUTH LEICESTERSHIRE COLLEGE

Instrument and Articles of Government (v7)

North Warwickshire and South Leicestershire College

Clerk to the Corporation

Amended 23.7.26

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Instrument and Articles of Government v7

1. Introduction

1.1 For every Further Education Corporation established to conduct an educational institution there is an Instrument and Articles of Government (IAG). The Instrument provides for the constitution of the Corporation and the Articles outline how the Corporation and the Institution are to be conducted.

1.2 The Modification Order which came into force on 1st April 2012, sets out the amendments to the 2008 version of the Instrument and Articles of Government in line with Schedule 4 of the Further and Higher Education Act 1992, (as inserted by the Education Act 2011).

1.3 The amended Further and Higher Education Act 1992 prescribes the minimum requirements that an IAG must provide for or require.

1.4 A significant aspect of this amendment was the enabling of Corporations to make extensive changes to their governance arrangements and to amend their IAG subject to the minimum requirements in the 1992 Act.

1.5 The Education Act 2011 also inserted article 22 into the IAG to provide that a Corporation may only modify or replace its IAG, after consultation with any persons, who in the Corporation's view were likely to be affected by the proposed changes.

2. Revision History

Approval Date	Amendment	Action	Consultation Undertaken
1st April 2012	Modification Order: Version 1	Noted by the Corporation	None required.
3rd April 2013	Amendment made: Version 2	Approved by the Corporation	Consultation with the Corporation and Executive as 'persons likely to be affected by the proposed changes'.
9th November 2013	Amendment made: Version 3	Approved by the Corporation	Consultation with the all staff, relevant Trade Unions and general public as 'persons likely to be affected by the proposed changes'.
20th January 2014	Amendment made: Version 4	Approved by the Corporation	Temporary dis-application of the requirement to nationally advertise Senior Post Holders vacancies for the purposes of implementation of the Federation Management Structure as consulted on, removed.
12th July 2018	Amendment made: Version 5	Approved by the Corporation	Consultation with the Executive, all staff, relevant Trades Unions, students, the general public and the Lloyds and NatWest Banks as "persons likely to be affected by the proposed changes."
24th January 2025	Amendment Made: Version 6	Approved by the Corporation by resolution on 24.1.25	Increase to the determined number to 20 Members, on the recommendation of the PSG Committee. Consultation with the Corporation as 'persons likely to be affected by the proposed changes' via the PSG Committee and the request itself.

Approval Date	Amendment	Action	Consultation Undertaken
11th December 2025	Amendment Made: Version 6	Approved by the Corporation	No consultation required: removal of section 4.2 where the Secretary of State was the appointing authority if the number of Members fell below the quorum.
23rd July 2026	Amendment Made: Version 7	Administrative change no need for approval	Removal of references to ESFA and replaced by DfE.

Instrument of Government

1. Interpretation of the Terms Used

1.1 In this Instrument of Government:

a. any reference to "the Principal" shall include a person acting as Principal;

b. "the Clerk" means the Clerk to the Corporation;

c. "the Corporation" means any further education corporation to which this Instrument applies;

d. "the institution" means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;

e. "this Instrument" means this Instrument of Government;

f. "DfE" means the Department for Education;

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 telephone facilities it is possible for every person present at the meeting to communicate with each other, unless the Chair (or in the Chair's absence, the Vice-chair) determines this cannot be achieved without undue cost of time or money, or the method to be used cannot provide appropriate participation in the meeting;

h. "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for Members to have;

i. "Staff Member" and "Student Member" have the meanings given to them in paragraph 2;

j. "the Secretary of State" means the Secretary of State for Education or any successor thereto;

k. "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff or any other matters affecting staff which are at any early stage of discussion or have not reached a stage of discussion where they can be communicated publicly;

l. "the Students' Union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students.

2. Composition of the Corporation

2.1 The Corporation shall consist of:

a. up to twenty 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;

b. the Principal of the institution, unless the Principal chooses not to be a member;

c. at least one Member who is a member of the institution's staff and has a contract of employment with the institution and who has been selected and appointed in line with procedures approved by the Corporation and set out in the Standing Orders ("Staff Member"); and

f. at least one Member who is a student at the institution and who has been selected and appointed in line with procedures approved by the Corporation and set out in the Standing Orders ("Student Member").

2.2 A person who is not for the time being enrolled as a student at the institution shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's Students' Union.

2.3 The appointing authority, as set out in paragraph 4, will decide whether a person is eligible for appointment as a Member of the Corporation under paragraph 2.1.

3. Determination of Membership Numbers

3.1 Subject to paragraph 3.2 the number of Members of the Corporation shall be decided by the Corporation.

3.2 The Corporation may at any time vary the determination referred to in paragraph 3.1 and any subsequent determination under this paragraph provided that the number of Members of the Corporation shall not be less than twelve or more than twenty.

3.3 No determination under this paragraph shall terminate the appointment of any person who is already a Member of the Corporation at the time when the determination is made and the Corporation shall ensure that any new appointments are made so that its composition confirms to the current determination as soon as possible.

4. Appointment of the Members of the Corporation

4.1 Subject to paragraph 4.2 the Corporation is the appointing authority in relation to the appointment of its Members.

4.2 The appointing authority may decline to appoint a person as a Staff or Student Member if:

a. it is satisfied that the person has been removed from office as a Member of a Further Education Corporation In the previous ten years; or

b. the appointment of the person would contravene any rule or bye-law made under article 19 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of Members appointed by the appointing authority; or

c. the person is ineligible to be a Member of the Corporation because of paragraph 7.

4.3 Where the office of any Member becomes vacant, the appointing authority shall as soon as practicable take all necessary steps to appoint a new Member to fill the vacancy.

5. Appointment of the Chair and Vice-Chair

5.1 The Members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves.

5.2 Neither the Principal nor any Staff or Student Member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

5.3 If both the Chair and the Vice-chair(s) are absent from any meeting of the Corporation, the Members present shall choose someone from among themselves to act as Chair for that meeting.

5.4 Rules or bye-laws relating to periods of office, resignation, removal, appointment, eligibility for re-appointment and number of terms which a person may serve for the Chair and Vice-chair roles, shall be approved by the Corporation and set out in the Standing Orders.

6. Appointment of the Clerk to the Corporation

6.1 The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.

6.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.

6.3 Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph 6.2.

6.4 Subject to Instrument 11 the Clerk shall be entitled to attend all meetings of the Corporation and any of its Committees.

6.5 The Clerk may also be a member of staff at the institution.

7. Persons who are Ineligible to be Members

7.1 No one under the age of 18 years may be a Member, except as a Student Member.

7.2 The Clerk may not be a Member.

7.3 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 Principal.

7.4 Paragraph 7.3 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.

7.5 Subject to paragraphs 7.6 and 7.7, a person shall be disqualified from holding, or from continuing to hold, office as a Member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

7.6 Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:

a. on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or

b. if the bankruptcy order is annulled, at the date of that annulment; or

c. if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or

d. if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or

e. if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

7.7 Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

7.8 Subject to paragraph 7.9, a person shall be disqualified from holding, or from continuing to hold, office as a Member if:

a. within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of

imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or

b. within the previous twenty years that person has been convicted as set out in sub-paragraph a. and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

c. that person has at any time been convicted as set out in sub-paragraph a. and has received a sentence of imprisonment, whether suspended or not, of more than five years.

7.9 For the purpose of this paragraph there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

7.10 Upon a Member of the Corporation becoming disqualified from continuing to hold office under paragraphs 7.5 or 7.8, the Member shall immediately give notice of that fact to the Clerk.

8. The Term of Office of a Member

8.1 A Member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

8.2 Members retiring at the end of their term of office shall be eligible for reappointment, and Instrument 4 shall apply to the reappointment of a Member as it does to the appointment of a Member.

8.3 Paragraph 8.2 is subject to any rule or bye-law made by the Corporation under Article 19 of the Articles of Government concerning the number of terms of office which a person may serve.

9. Termination of Membership

9.1 A Member may resign from office at any time by giving notice in writing to the Clerk.

9.2 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,

the Corporation may by notice in writing to that Member remove the Member from office.

9.3 Any person who is a Member of the Corporation by virtue of being a Member of staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff.

9.4 A Student Member shall cease to hold office if he or she ceases to be a student enrolled at the institution.

9.5 If at any time the Corporation is satisfied that it is not in the interests of the Corporation for a Member to continue in active office for any reason, (including but not limited to, pending the outcome of an investigation whether or not internal or external) the Corporation may, by notice in writing to that Member, suspend the Member from office until further notice.

10. Members Not to Hold Interests in Matters Relating to the Institution

10.1 A Member to whom paragraph 10.2 applies shall:

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 10.2 is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that Member is not entitled to vote; 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 10.2 is to be considered, where required to do so by a majority of the Members of the Corporation or committee present at the meeting.

10.2 This paragraph applies to a Member who:

a. has any financial interest in:

i. the supply of work to the institution, or the supply of goods for the purposes of the institution;

ii. any contract or proposed contract concerning the institution; or

iii. any other matter relating to the institution; or

b. has any other interest of a type specified by the Corporation in any matter relating to the institution.

10.3 This paragraph shall 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.

10.4 Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a Staff Member:

a. need not disclose a financial interest; and

b. may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the Staff Member 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

c. shall withdraw from the meeting if the matter is under negotiation with staff and the Staff Member is representing any of the staff concerned in those negotiations.

10.5 The Clerk shall maintain a register of the interests of the Members which have been disclosed and the register shall be placed on the College website.

11. Meetings

11.1 The Corporation shall make rules or byelaws relating to the frequency of Corporation meetings, the arrangements for the holding of Corporation meetings; quora; decision-making; withdrawal from meetings; minutes; public access to meetings.

11.2 Every Member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

12. Publication of Minutes and Papers

12.1 Subject to paragraph 12.2, the Corporation shall ensure that a copy of:

a. the agenda for every meeting of the Corporation;

b. the approved minutes of every such meeting; and

c. any report, document or other paper considered at any such meeting,

shall, as soon as possible, be made available during normal office hours at the institution to any person wishing to inspect them.

12.2 There shall 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 institution;

b. a named student at, or candidate for admission to, the institution;

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.

12.3 The Corporation shall ensure that a copy of the approved minutes of every meeting of the Corporation, excluding any item which is not available for inspection under paragraph 12.2, shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

13. Copies of the Instrument of Government

13.1 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 institution upon request, during normal office hours, to every member of staff and every student.

14. Change of Name of the Corporation

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

15. Application of the Seal

15.1 The application of the seal of the Corporation shall be authenticated by:

a. the signature of either the Chair 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.

Articles of Government

1. Interpretation of the Terms Used

1.1 In these Articles of Government:

a. any reference to "the Principal" shall include a person acting as Principal;

b. "the Articles" means these Articles of Government;

c. "Chair" and "Vice-chair(s)" mean respectively the Chair and Vice-chair(s) of the Corporation appointed under paragraph 5 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. "DfE" means the Department for Education;

g. "Staff Member" and "Student Member" have the same meanings as in the Instrument of Government;

h. "the Secretary of State" means the Secretary of State for Education or any successor thereto;

i. "senior post holder" means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;

j. "the staff" means all the staff who have a contract of employment with the institution;

k. "the students' union" has the same meaning as in the Instrument of Government.

2. Conduct of the Institution

2.1 The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

3. Responsibilities of the Corporation, the Principal and the Clerk

3.1 The Corporation shall be responsible for the following functions:

i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;

ii. publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its objectives.

iii. approving the quality strategy of the institution;

iv. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;

v. approving annual estimates of income and expenditure;

vi. subject to Articles 8 and 9, the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the senior post holders and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and

vii. setting a framework for the pay and conditions of service of all other staff.

3.2 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions:

i. making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;

ii. the determination of the institution's academic and other activities;

iii. 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;

iv. the organisation, direction and management of the institution and leadership of the staff;

v. the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than senior post holders or the Clerk, where the Clerk is also a member of the staff; and

vi. 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.

3.3 The Clerk shall be responsible for the following functions:

i. advising the Corporation with regard to the operation of its powers;

ii. advising the Corporation with regard to procedural matters;

iii. advising the Corporation with regard to the conduct of its business; and

iv. advising the Corporation with regard to matters of governance practice.

4. The Establishment of Committees and Delegation of Functions Generally

4.1 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:

i. such committees;

ii. the Chair of a committee, or in their absence a deputy-chair of a committee;

iii. the Chair, or in the Chair's absence, a Vice-chair; or

iv. the Principal, a senior post holder or other senior member of staff.

4.2 The number of Members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

4.3 Any committee established by the Corporation under Article 4.1 (other than a committee referred to under Article 8.2) may include persons who are not members of the Corporation. The Corporation shall maintain a majority of Corporation Members on its committee, unless a specific situation arises which requires a departure from this principle. In this case, steps should be taken as soon as possible to ensure a majority of Corporation Members is established.

4.4 The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

5. The Search Committee

5.1 The Corporation may establish a committee, to advise on:

a. the appointment of Members (including Staff and Student Members); and

b. such other matters relating to membership and appointments as the Corporation may ask it to.

5.2 The Corporation shall not appoint any person as a Member (including Staff and Student Members) without first consulting and considering the advice of the committee.

5.3 The Corporation may make rules specifying the way in which the committee is to be conducted. This may include incorporating the functions set out in paragraphs 5.1a. and b. into the terms of reference of another committee established by the Corporation.

6. The Audit Committee

6.1 The Corporation shall establish a committee, to be known as the "Audit Committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

6.2 The Corporation shall make rules specifying the way in which the committee is to be conducted which shall be in accordance with any Department for Education requirements.

7. Access to Committees by Non-Members and Publication of Minutes

7.1 The Corporation shall ensure that:

i. a written statement of its policy regarding attendance at committee meetings by persons who are not committee Members; and

ii. the minutes of committee meetings if they have been approved by the committee

are published on the institution's website and made available for inspection at the institution by any person, during normal office hours.

8. Delegable and Non-Delegable Functions

8.1 The Corporation shall not delegate the following functions:

i. the determination of the educational character and mission of the institution;

ii. the approval of the annual estimates of income and expenditure;

iii. the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

iv. the appointment of the Principal or holder of a senior post;

v. the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and

vi. the modification or revocation of these Instrument and Articles of Government.

8.2 The Corporation may not delegate:

i. the consideration of the case for dismissal, and

ii. the power to determine an appeal in connection with the dismissal;

of the Principal, the Clerk or a senior post holder, other than to a committee of Members of the Corporation.

8.3 The Corporation shall make rules specifying the way in which a committee having functions under article 8.2 shall be established and conducted.

8.4 The Principal may delegate functions to any other senior post holder or other senior staff manager, other than any functions that have been specifically delegated to the Principal by the Corporation.

9. Appointment and Promotion of Staff

9.1 Where there is a vacancy or expected vacancy in a senior post holder role the Corporation shall:

i. determine the arrangements for the advertisement, selection and appointment in line with current appointment legislation, principles of inclusivity and best practice; and

ii. appoint a selection panel consisting of:

- at least three Corporation Members (not being Staff or Student Members) including the Chair and / or at least one Vice-chair, where the vacancy is for the post of Principal;
- the Principal and at least two other members of the Corporation (not being Staff or Student Members) where the vacancy is for any other senior post.

9.2 The members of the selection panel shall:

i. interview the applicants; and

ii. where they consider it appropriate to do so, recommend to the Corporation the appointment one of the applicants they have interviewed.

9.3 If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

9.4 If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in article 9.2, with or without first re-advertising the vacancy.

9.5 Where there is a vacancy in a senior post holder role or where a senior post holder is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:

i. may be required by the Corporation, to act as Principal or in the place of any other senior post holder; and

ii. if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

9.6 The Principal shall have responsibility for the appointment all members of staff other than;

i. senior post holders; and

ii. where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff;

in accordance with the Corporation's policies and procedures.

10. Rules Relating to the Conduct of Staff

10.1 After consultation with the staff, the Corporation shall make rules relating to their conduct.

11. Academic Freedom

11.1 In making rules under article 11, 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.

12. Grievance, Suspension and Disciplinary Procedures

12.1 After consultation with staff, the Corporation shall make rules setting out:

i. grievance procedures for all staff;

ii. procedures for the suspension of all staff; and

iii. disciplinary and dismissal procedures for:

- senior post-holders, and
- staff other than senior post-holders.

and such procedures shall be subject to the provisions of Articles 3.1.iv, 3.2.vi, 8.1iv, 8.1v, 8.2 and 13.

12.2 Any rules made under paragraph 12.1.ii shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

12.3 Any rules made under paragraph 12.1.iii shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

13. Suspension and Dismissal of the Clerk

13.1 Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 12.1iii.

13.2 Where the Clerk is suspended or dismissed under article 12, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

14. Students

14.1 Any Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.

14.2 The Students' Union shall present audited accounts annually to the Corporation.

14.3 After consultation with representatives of the students, the Corporation shall 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).

15. Financial Matters

15.1 The Corporation shall set 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 Department for Education.

16. Co-operation with the Department for Education Auditor

16.1 The Corporation shall co-operate with any person who has been authorised by the Department for Education to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

17. Internal Audit

17.1 The Corporation shall, 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.

17.2 The Corporation may arrange for the examination and evaluation mentioned in paragraph 17.1 to be carried out on its behalf by internal auditors.

17.3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph 17.1 if those persons are already appointed as external auditors under article 18.

18. Accounts and Audit of Accounts

18.1 The Corporation shall

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.

18.2 The statement shall:

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 Department for Education 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.

18.3 The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

18.4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors.

18.5 Auditors shall be appointed and audit work conducted in accordance with any requirements of the Department for Education.

18.6 The "financial year" means the first financial year and, except as provided for in paragraph 18.8, each successive period of twelve months.

18.7 The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the Department for Education's approval.

18.8 If the Corporation is dissolved:

a. the last financial year shall end on the date of dissolution; and

b. the Corporation may decide, with the DFE's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

19. Rules and Bye-laws

19.1 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.

20. Copies of Articles of Government and Rules and Bye-laws

20.1 A copy of these Articles, and of any rules and bye-laws, 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.

21. Modification or Replacement of the Instrument and Articles of Government

21.1 Subject to paragraph 21.2 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.

21.2 The Corporation shall not make changes to the Instrument and Articles of Government that would result in the body ceasing to be a charity.

22. Dissolution of the Corporation

22.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

22.2 The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.