

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

ST CHAD=S COLLEGE

1. The name of the Company is "St Chad's College" (hereinafter called "the College").
2. The registered office of the College is to be situated in England.
3. In this Memorandum of Association, "higher education" shall mean conducting research and/or the provision of any post-secondary education and/or any education aimed chiefly for students who are of post-secondary age.
4. In this Memorandum of Association, "students" shall mean any person undertaking higher education with the College, "scholar" shall mean any person undertaking teaching or research with the College.
5. In this Memorandum of Association the "Governing Body" shall mean the body responsible under the Companies Acts 1985 to 2006 ("the Acts") and

appointed in accordance with the Acts and the College's Articles of Association.

6. The objects for which the College is established are:
 - (i) To advance education, learning, religion and research within the College in accordance with the principles of the Church of England;
 - (ii) To provide a College for persons who shall be members of the University of Durham wherein they may work for degrees and other qualifications of the University of Durham (including, in particular, advancing the education, spiritual and moral welfare of students enrolled at the College).

7. The powers of the College, which may be used to further the objects but not further or otherwise shall be:
 - (i) to develop and/or facilitate the development of programmes of higher education suitable for delivery by any methods, including those that utilise digital and other technologies;
 - (ii) to co-ordinate the provision of educational courses accredited, validated, approved or permitted by the University of Durham;
 - (iii) to support the strategic aims of the University of Durham;
 - (iv) to fund scholarships, fellowships, exhibitions, bursaries and prizes, and to assist students by loans or otherwise;
 - (v) to act itself or with or through others and in particular to co-operate, collaborate and enter into joint ventures and other transactions with institutions, agencies, societies, businesses, government and other organisations or persons (incorporated or unincorporated) and to enter into and carry into effect agreements for such co-operation, collaboration and transactions;
 - (vi) to hold exhibitions, meetings, lectures, classes, workshops, seminars, conferences, courses and similar activities;

- (vii) to write or cause to be written, and printed or otherwise reproduced and disseminated, gratuitously or otherwise, reports, periodicals, magazines, books, brochures, leaflets or other documents or materials stored electronically, optically, magnetically or on paper;
- (viii) to publicise and promote the objects and activities of the College through all media and forms of communication;
- (ix) to promote, sponsor and commission research and development in areas conducive to the objects of the College;
- (x) to call for, collect, review, and evaluate articles, papers, books, and the results of research conducted by any person and to disseminate the same and the results of any review or evaluation;
- (xi) to support, financially or otherwise, institutions, agencies, societies, businesses and other organisations or persons (incorporated or unincorporated) engaging in work which furthers the attainment of the objects of the College;
- (xii) to encourage, facilitate and support, financially or otherwise, communication and co-operation between institutions, agencies, societies, businesses, government and other organisations or persons (incorporated or unincorporated) engaging in or with an interest in the activities of the College or work which furthers the attainment of the objects of the College;
- (xiii) to encourage, facilitate and support, financially or otherwise, communication and co-operation between institutions providing higher education that are members of or linked to the College (hereinafter referred to as "partners") and businesses or persons who are potential customers of those institutions;
- (xiv) to develop and operate and facilitate the development and operation of materials and services, including digital and other technological systems, for delivering or arranging the delivery of programmes of higher education;
- (xv) to create and operate systems to monitor the quality of and enforce quality standards in relation to courses of higher

education insofar as the provision of those courses is conducted under the name of or on behalf of the College or under any license granted by the College to use materials developed or owned by the College;

(xvi) to provide information to students, potential students and those funding or arranging participation in courses of higher education and to provide assistance to them with regard to selection of courses and programmes of study;

(xvii) to arrange for accreditation and endorsement by institutions, professional and regulatory bodies of activities or courses of higher education insofar as the provision of those courses is effected by means of systems or arrangements operated in whole or in part by the College or any licensee of the College and insofar as such accreditation or endorsement does not conflict with the College's standing as a College of the University of Durham;

(xviii) to market the activities of the College and courses of higher education insofar as the provision of those courses is effected by means of systems or arrangements operated in whole or in part by the College or any licensee of the College;

(xix) to develop and operate systems providing administrative support in relation to the provision of higher education by means of systems or arrangements operated in whole or in part by the College or any licensee of the College;

(xx) subject to such terms and conditions as may be thought fit, to issue a licence or licences to carry out on behalf of the College such activities within the objects of the College as shall be specified in the licence or licences;

(xxi) to accept subscriptions, donations, grants, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real, personal and intellectual property, maintain and alter any of the same as are necessary for any of the objects of the College and to sell, lease or

otherwise dispose of or mortgage or develop any such real or personal estate;

(xxii) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the College in the shape of donations, subscriptions or otherwise;

(xxiii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

(xxiv) to lend, borrow or raise money for the objects of the College on such terms and on such security as may be thought fit;

(xxv) to take and accept gifts of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the College;

(xxvi) to invest and apply the moneys of the College in any way (whether or not it involves any liability or produces any income or gain) and to hold or otherwise deal with any investments made and to receive any moneys or securities on deposit or loan on such terms as the Governing Body may think fit;

(xxvii) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place, underwrite and exercise and enforce all rights and powers conferred by or incidental to the ownership of shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other person constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;

(xxviii) to place any moneys of the College not immediately required for its purposes on deposit with a bank approved by the Governing Body of the College;

(xxix) to make any charitable donations either in cash or assets;

(xxx) to make presentations to any ecclesiastical benefice or preferment that for the time being are in the gift of the College;

(xxxi) to employ, engage, pay or provide such persons whose services may be deemed expedient in order to carry out or promote all or any of the objects of the College, in particular to supervise, organise, carry on the work of and advise the College

(xxxii) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

(xxxiii) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the objects of the College;

(xxxiv) to pay out of the funds of the College the costs, charges and expenses of and incidental to the formation and registration of the College;

(xxxv) to establish subsidiary and other companies;

(xxxvi) to procure recognition of the College;

(xxxvii) to do all such other lawful things as shall further the objects or any of them;

PROVIDED THAT 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.

8. In clauses 6 and 7 the objects and powers set out in each sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto. None of the objects and powers specified in any sub-clause shall (except where expressly so provided) be in any way limited or restricted by reference to, or inference from, any other object or power specified in the same or any other sub-clause or the terms of any other sub-clause or the name of the College. None of the sub-clauses or the objects specified therein or the powers conferred thereby shall be deemed subsidiary or ancillary to any other sub-clause or any other objects specified in the same sub-clause or to any power conferred thereby or to any object specified in or power conferred by any other sub-clause. Each sub-clause shall be deemed to specify objects of the College and the College shall have full power and capacity to exercise any power conferred by, and to achieve, or endeavour to achieve, all or any of the objects specified in any sub-clause as if the objects specified in each sub-clause were specified in a separate sub-clause and each sub-clause specified the objects of a separate and distinct College;

9. The liability of the members of the College is limited.

10. The income of the College, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.

11. Every member of the College undertakes to contribute such amount as may be required (not exceeding , 1) to the assets of the College if it should be wound up while she or he is a member or within one year after she or he ceased to be a member, for payment of the College=s debts and liabilities contracted before she or he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

12. If on the winding up of the College there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the College, but shall be given or transferred to some other body (whether or not it is a member of the College) having objects similar to those of the College, or, failing that, to another body the objects of which are charitable.