Articles of Association of Y Coleg Cymraeg Cenedlaethol (2022)

1 **The company's name is Y Coleg Cymraeg Cenedlaethol**
(and in this document it is called "the Coleg").

Interpretation

2 In the Articles:

"Address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Coleg;

"the Articles" means the Coleg's Articles of Association as provided for in this document and as amended from time to time;

"Authorised Representative" means a person appointed to be the representative of a member pursuant to Article 23;

"Board" means the board of Directors of the Coleg from time to time;

"Chair" means the chair of the Board from time to time

"Clear Days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Coleg" means the company intended to be regulated by the Articles;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Coleg;

"the Directors" means the directors of the Coleg. The Directors are charity trustees as defined by section 97 of the Charities Act 1993;

"Document" includes, unless otherwise specified, any document sent or supplied in Electronic Form;

"Electronic Form" has the meaning given in section 1168 of the Companies Act 2006;

"Members" means the current subscribers to the Coleg;

"Objects" means the objects of the Coleg as set out in Articles 4;

"Officers" includes the Directors and the Secretary (if any);

"the Seal" means the common seal of the Coleg if it has one;

"Secretary" means any person appointed to perform the duties of the secretary of the Coleg; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Coleg.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament or other enactment includes any modification or re-enactment of it for the time being in force.

Liability of Members

3 The liability of each Member is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Coleg in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

(a) payment of the Coleg's debts and liabilities contracted before he or she ceases to be a Member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves.

Objects

4 The object of the Coleg shall be, for the benefit of the public, to advance learning and knowledge by:

(a) promoting, maintaining, developing and planning Welsh medium and Welsh language provision and related activities in higher education, further education and continuing education in Wales, working with and through higher education institutions, further education institutions, schools and partner organisations in Wales; and

(b) promoting, maintaining, developing and planning learning, acquiring, enhancing and improving the Welsh language communication skills of people generally, working with appropriate institutions in Wales or elsewhere.

Powers

5 The Coleg has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Coleg has power:

(1) to raise funds. In doing so, the Coleg must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Coleg. In exercising this power, the Coleg must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

(4) to borrow money and to charge the whole or any part of the property belonging to the Coleg as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Coleg must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(9) to employ and remunerate such staff as are necessary for carrying out the work of the Coleg. The Coleg may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;

(10) to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the Coleg to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(11) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(12) to pay out of the funds of the Coleg the costs of forming and registering the Coleg both as a company and as a charity;

(13) to make payments to, to supply services to or to confer other benefits on persons (including any of the Members) engaged in (1) arranging, providing or receiving higher education, further education and continuous education in Welsh or through the medium of Welsh or (2) undertaking activities appurtenant to the arrangement or provision of higher education, further education and continuous education in Welsh or through the medium of Welsh or (3) promoting, maintaining, developing and supervising the teaching, procurement, and improvement of the Welsh language communication skills of the general public.

Application of income and property

6 (1) The income and property of the Coleg shall be applied solely towards the promotion of the Objects.

(2) (a) A Director is entitled to be reimbursed from the property of the Coleg or may payout of such property reasonable expenses properly incurred by him or her when acting on behalf of the Coleg.

(b) A Director may benefit from trustee indemnity insurance cover purchased at the Coleg's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993**.**

(c) A Director may receive an indemnity from the Coleg in the circumstances specified in Article 49.

(3) None of the income or property of the Coleg may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Coleg. This does not prevent a Member or Director receiving:

(a) a benefit from the Coleg in the capacity of a beneficiary of the Coleg (whether pursuant to Article 5(13) or otherwise;

(b) reasonable and proper remuneration for any goods or services supplied to the Coleg pursuant to clause 5(9) or otherwise, other than for service as a trustee.

Members

7 (1) The Coleg must allow a body or society to be a Member if:

(a) the body or society is involved or interested in Welsh education (or represents those who are involved or interested in it); and

(b) the body or society applies to the Coleg to be a Member in accordance with any process specified by the Board; and

(c) the Board approves the application.

(2) The Board may, at its absolute discretion, accept or reject any membership application and does not have to give reasons for its decision.

(3) Membership is not transferable.

(4) The Board must keep a register of names and Addresses of the Members.

(5) In exercising their rights as Members, all Members must act in good faith in the best interests of the Coleg and to further the Objects.

Termination of Membership

8 Membership is terminated if:

(1) the Member dies or, if it is an association, body or institution ceases to exist or ceases to have the legal capacity to be a Member;

(2) the Member withdraws his or her Membership by written notice to the Coleg unless, after the resignation, there would be less than one Member.

General meetings

9 An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.

10 The Board may call a general meeting at any time.

Notice of general meetings

11 (1) The minimum periods of notice required to hold a general meeting of the Coleg are:

(a) twenty-one Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen Clear Days for all other general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 18.

(4) The notice must be given to all the Members and to the Directors and auditors.

12 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Coleg.

Proceedings at general meetings

13 (1) Members shall attend general meetings by way of their Authorised Representatives. A Member or its Authorized Representative may appoint a proxy. The Chair may also appoint one of the independent Directors as his or her proxy if he or she is unable to attend the general meeting.

(2) No business shall be transacted at any general meeting unless a quorum is present.

(3) A quorum is 10% of Authorised Representatives in addition to the Chair of the Directors or his or her proxy.

14 (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

(2) The Directors must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

15 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors or that person's proxy.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

(3) If there is only one Director present and willing to act, he or she shall chair the meeting.

(4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

16 (1) The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

17 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two Members present in person or by proxy and having the right to vote at the meeting; or

(c) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the Coleg but the number or proportion of votes cast need not be recorded.

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

18 (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

(a) states the name and address of the Member (or where relevant its Authorised Representative) appointing the proxy;

(b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

(d) is delivered to the Coleg in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as:

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

19 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Coleg by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Coleg a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

20 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible Member;

(b) a simple majority (or in the case of a special resolution majority of not less than 75%) of Members has signified its agreement to the resolution; and

(c) it is contained in an authenticated Document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

(3) In the case of a Member that is an organisation, its Authorised Representative may signify its agreement.

Votes of Members

21 Every Member shall have one vote.

22 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

23 (1) Every Member of the Coleg must nominate a person to act as its representative at any meeting of the Coleg.

(2) The organisation must give written notice to the Coleg of the name of its representative. The Authorised Representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Coleg. The Authorised Representative may continue to represent the organisation until written notice to the contrary is received by the Coleg.

(3) Any notice given to the Coleg will be conclusive evidence that the Authorised Representative is entitled to represent the organisation or that his or her authority has been revoked. The Coleg shall not be required to consider whether the Authorised Representative has been properly appointed by the organisation.

Directors

24 (1) A Director must be a natural person aged 16 years or older.

(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 29.

(3) The Directors shall be:

(a) an independent Chair, who shall be fluent in Welsh and English. Each subsequent Chair shall be appointed through a process decided by the Board.

(b) up to 12 and no less than 8 Directors (including the Chair) appointed by the Board in accordance with whichever process the Board deems appropriate from time to time.

25 A Director may not appoint an alternate Director or anyone to act on his or her behalf at a Board meeting.

Powers of Directors

26 (1) The Directors shall manage the business of the Coleg and may exercise all the powers of the Coleg unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

(2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

(3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Directors' term of service

27 All Directors will be appointed for a four-year term, with the option to serve for a further four-year term. The term of service of the Chair shall also be four years, with the option of serving for a further term of four years, unless a current Director is appointed to serve as Chair during their first or second term, then their term of service shall expire either at the end of the first four years of their appointment as Director, or at the end of the second four-year period after their appointment as Director, or in special circumstances, at the end of an additional two years after the second term of four years expires.

28 Any retirement shall take effect upon the conclusion of the relevant meeting.

Disqualification and removal of Directors

29 A Director shall cease to hold office if he or she:

(1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;

(2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a Director by notice to the Coleg (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

(5) is absent without the permission of the Directors from all their meetings held within a period of nine consecutive months and the Directors resolve that his or her office be vacated; or

(6) has committed a serious breach of the terms of the Directors' Code of Practice.

Remuneration of Directors

30 The Directors must not be paid any remuneration unless it is authorised by Article 6.

Proceedings of Directors

31 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

(2) The Directors must call at least three meetings each year.

(3) Any three Directors may call a meeting of the Directors.

(4) The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.

(5) Questions arising at a meeting shall be decided by a majority of votes.

(6) In the case of equality of votes, the person who is chairing the meeting shall have a second or casting vote.

(7) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

32 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. ‘Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be six Directors.

(3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

33 If the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

34 The Chair shall chair a meeting of Directors, and in his or her absence, the Directors present shall appoint a Director to chair the meeting.

35 (1) A resolution in writing or in Electronic Form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:

(a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and

(b) a simple majority of Directors has signified its agreement to the resolution in an authenticated Document or Documents which are received at the registered office within the period of 28 days beginning with the circulation date.

(2) The resolution in writing may comprise several Documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

Delegation

36 (1) The Directors may delegate any of their powers or functions to one of their number or to a committee of two or more Directors (which may, where the relevant powers or functions are ones which can validly be delegated by charity trustees, include persons who are not Directors) but the terms of any delegation must be recorded in the minute book.

(2) The Directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the Coleg except in accordance with a budget previously agreed with the Directors.

(3) The Directors may establish, abolish such other committees, groups, boards and other organs as they consider desirable in order to further the Objects, to advise the Directors or to do such other things as may lawfully be required by the Directors.

(4) The Directors may revoke or alter a delegation under Article 36(1).

(5) The Directors may revoke or alter the terms of reference of any organ established under Article 36(3).

(6) All acts and proceedings of any committees and of any organ established under Article 36(3) must be fully and promptly reported to the Directors.

Declaration of Directors' interests

37 A Director must declare the nature and extent of any personal interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Coleg or in any transaction or arrangement entered into by the Coleg which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Coleg and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest

38 The Directors must prepare and keep to rules to ensure that their decisions are not affected inappropriately by a conflict of interests because of a duty of loyalty owed to another organisation or person where the conflict is not authorised by virtue of any other provision in the Articles.

Validity of Directors' decisions

39 (1) Subject to Article 39(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the Articles to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

(d) the vote of that Director; and

(e) that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.

(2) Article 39(1) does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 39(1), the resolution would have been void, or if the Director has not complied with Article 39.

Seal

40 If the Coleg has a Seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors, The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary (if any) or by a second Director.

Minutes

41 The Directors must keep minutes of all:

(1) appointments of Officers made by the Directors;

(2) proceedings at meetings of the Coleg;

(3) meetings of the Directors and committees of Directors including:

(a) the names of the Directors present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

Accounts

42 (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

43 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to the:

(a) transmission of the statements of account to the Coleg;

(b) preparation of an Annual Report and its transmission to the Commission and Companies House;

(c) preparation of an Annual Return and its transmission to the Commission and Companies House.

(2) The Directors must notify the Commission promptly of any changes to the Coleg's entry on the Central Register of Charities. In the same way the Directors must promptly notify Companies House of any changes to the Coleg's record as held by it.

Means of communication to be used

44 (1) Subject to the Articles, anything sent or supplied by or to the Coleg under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Coleg.

(2) Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

45 Any notice to be given to or by any person pursuant to the Articles:

(1) must be in writing; or

(2) must be given in Electronic Form.

46 (1) The Coleg may give any notice to a Member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope to the Member's Address; or

(c) by leaving it at the Address of the Member; or

(d) by giving it in Electronic Form to the Member's Address.

(2) A Member who does not register an address with the Coleg or who registers only an Address that is not within Great Britain or Northern Ireland shall not be entitled to receive any notice from the Coleg.

47 A Member present in person at any meeting of the Coleg shall be deemed to have received notice of the meeting and of the purposes for which it was called.

48 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an Electronic Form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an Electronic Form of communication, 48 hours after it was sent.

Indemnity

49 (1) The Coleg may indemnify a relevant Director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this Article a "relevant Director" means any Director or former Director of the Coleg.

Rules

50 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Coleg.

(2) The Coleg in general meeting has the power to alter, add to or repeal the rules or bye laws.

(3) The rules or bye laws shall be binding on all Members of the Coleg. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

Dissolution

51 (1) The Members of the Coleg may at any time before, and in expectation of, its dissolution, resolve that any net assets of the Coleg after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Coleg be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the Members of the Coleg, the Directors of the Coleg may at any time before and in expectation of its dissolution resolve that any net assets of the Coleg after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Coleg be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Coleg be paid to or distributed among the Members of the Coleg (except to a Member that is itself a charity) and if no resolution in accordance with Article 51(1) is passed by the Members or the Directors the net assets of the Coleg shall be applied for charitable purposes as directed by the Welsh Government.

The Welsh Language

52 Welsh shall be the language of the Coleg's internal administration.