

Newham College (the "Corporation")

Extract of the minutes of a meeting of the members of the Corporation held at the offices of
Newham Sixth Form College, Prince Regent Lane, London E13 8SG
on 16 October 2024 commencing at 6pm.

PRESENT: Paul Jackson
Danny Ridgeway
Derwent Jaconelli
Femi Olatidoye
Irfan Umarji
Lalage Clay
Michael Magbagbeola
Mubin Ahmed
Pam Rowe
Paul Stephen
Tom Flynn

IN ATTENDANCE: Judith Abbott
Judith Nelson

1. NOTICE AND QUORUM

The Chair reported that proper notice of the meeting had been given and a quorum was present in accordance with the Corporation's Instrument and Articles of Government (the "**Instrument and Articles**"). The Chair declared the meeting open.

2. DECLARATION OF INTERESTS

Each member present had prior to the meeting confirmed that they had no interests which they were under a duty to disclose in accordance with Instrument 10 of the Instrument and Articles.

3. FURTHER AND HIGHER EDUCATION ACT 1992

The Chair reminded the members that all mergers must be to further the Corporation's charitable purposes and be compliant with all obligations under applicable charity law, and the members of the Corporation have the powers under section 19 of the Further and Higher Education Act 1992 to enter into the Merger Documents (as defined in paragraph 6.2 below).

4. NO BREACH

4.1 The meeting reported that the authorisation of the execution and delivery of the Merger Documents by the members would not be a breach of the powers delegated to the members in accordance with the Instrument and Articles.

4.2 It was also reported that neither the execution and delivery of the Merger Documents by the Corporation nor the performance of the Corporation's obligations thereunder would breach or would result in any breach of any obligation or restriction imposed by the Instrument and Articles or any other agreement or instrument to which the Corporation is a party or which is otherwise binding upon it.

5. **BACKGROUND**

5.1 The Chair reported that at the last meeting of the Corporation, the Corporation had agreed to move forward with a merger of the Corporation with Newham Sixth Form College ("**NewVIC**").

5.2 To give effect to the merger, the Corporation would in due course need to resolve on the property, rights and liabilities of NewVIC being transferred to the Corporation immediately prior to 00:01 on 1 November 2024 (the "**Merger**") by giving effect to the following resolutions:

that, following:

- publication of the results of the statutory consultation by the Corporation of Newham Sixth Form College; and
- the carrying out of legal and financial due diligence exercises in respect of the Corporation of Newham Sixth Form College,

the Corporation of Newham College hereby **RESOLVES** to merge with the Corporation of Newham Sixth Form in accordance with section 33P(1) and 33P(2) of the Further and Higher Education Act 1992, with the Corporation of Newham Sixth Form College dissolving at 0:01 on 1 November 2024 and its property, rights and liabilities transferring immediately before that time to the Corporation of Newham College in accordance with section 33P(1) and 33P(2) of the Further and Higher Education Act 1992.

6. **PURPOSE OF MEETING**

6.1 The purpose of the meeting, if thought fit, was to approve the terms of, and the transactions contemplated by, the Merger.

6.2 The Chair further reported that the purpose of the meeting was also to consider the following documents to be entered into prior to the Merger (the "**Merger Documents**"):

6.2.1 a final draft transfer deed between (1) NewVIC and (2) the Corporation to document the transfer of all property, rights and liabilities from NewVIC to the Corporation (the "**Transfer Deed**");

6.2.2 a final draft TR5 form to be entered into between (1) the Corporation and (2) NewVIC in respect of effecting the transfer of the property known as:

6.2.2.1 Newham Sixth Form College, Prince Regent Lane, Plaistow London E13 8SG registered at the Land Registry with freehold title number EGL359791;

6.2.2.2 Transformer Chamber, Newham Sixth Form College. Prince Regent Lane, Plaistow, London registered at the Land Registry with freehold title number EGL499144;

6.2.2.3 Land at Prince Regent Lane, Plaistow, London registered at the Land Registry with freehold title number EGL469831;

6.2.2.4 Land on the east side of 70 Prince Regent Lane, Plaistow, London E13 8QQ registered at the Land Registry with freehold title number TGL366108; and

6.2.2.5 Land lying to the west of Prince Regent Lane, Plaistow, London registered at the Land Registry with leasehold title number EGL470200;

6.2.3 a final draft licence to assign in relation to the lease of part of the Prince Regent site; and

- 6.2.4 a final draft pensions agreement between (1) the Corporation, (2) NewVIC and (3) London Borough of Newham Pension Fund;

and if thought fit:

- 6.2.5 approve the terms of, and the transactions contemplated by, the Merger Documents and resolving that it execute, deliver and perform the Merger Documents to which it is a party;
- 6.2.6 authorise specified persons to execute the Merger Documents to which it is a party on its behalf; and
- 6.2.7 authorise a specified person or persons, on its behalf to sign and/or despatch all documents and notices to be signed and/or despatched by it under or in connection with the Merger Documents to which it is a party or any other document required to be entered into to give effect to the Merger and the Merger Documents.

7. **DOCUMENTS TABLED**

A final draft of each of the Merger Documents was tabled.

8. **CONSIDERATION**

The meeting then considered the provisions of the Merger Documents and **IT WAS NOTED** that under the Transfer Deed the property, rights and liabilities of NewVIC would be transferred to the Corporation.

9. **RESOLUTIONS**

9.1 **IT WAS UNANIMOUSLY RESOLVED** that following:

- 9.1.1 publication of the results of the statutory consultation by the Corporation of Newham Sixth Form College as required under the Further Education College Corporations (Publication of Proposals) (England) Regulations 2012; and
- 9.1.2 the carrying out of legal and financial due diligence exercises in respect of the Corporation of Newham Sixth Form College,

the Corporation of Newham College hereby **RESOLVES** to merge with the Corporation of Newham Sixth Form College in accordance with section 33P(1) and 33P(2) of the Further and Higher Education Act 1992, with the Corporation of Newham Sixth Form College dissolving at 0:01 on 1 November 2024 and its property, rights and liabilities transferring immediately before that time to the Corporation of Newham College in accordance with section 33P(1) and 33P(2) of the Further and Higher Education Act 1992.

9.2 **IT WAS UNANIMOUSLY RESOLVED** that with regards to the Merger Documents:

- 9.2.1 the Corporation, in good faith and for the purpose of carrying on its business, enter into the Merger and perform its obligations and exercise its rights in relation to the Merger;
- 9.2.2 the Merger Documents, and the transactions contemplated by the Merger Documents, be approved (subject, in each case, to such amendments to the Merger Documents as any two members may approve in accordance with paragraph 9.2.5 below);
- 9.2.3 any member of the Corporation be authorised to sign on behalf of the Corporation such of the Merger Documents as are not required to be executed as deeds;

- 9.2.4 any two members of the Corporation as listed at paragraph 9.3 below be authorised to authorise the use of the seal on behalf of the Corporation on such of the Merger Documents as are required to be executed as deeds;
- 9.2.5 any two members of the Corporation as listed in paragraph 9.3 below be authorised to agree any amendment to the Merger Documents to which the Corporation is a party on the Corporation's behalf;
- 9.2.6 any two members of the Corporation as listed in paragraph 9.3 below (each an "**Authorised Signatory**") be authorised to agree, affix and authorise the use of the seal of the Corporation to sign and despatch on behalf of the Corporation all such other documents, agreements, certificates, notices, communications or confirmations to be signed and/or despatched by it under or in connection with the Merger Documents to which it is a party, and to do all such other things, as may be required, or as any member may approve, in connection with the Merger and the funding of the Corporation; and
- 9.2.7 any of the foregoing matters that have been done on or before the date of the meeting be and are hereby adopted, ratified, confirmed and approved.

9.3 The authorised signatories are:

- 9.3.1 Paul Jackson
- 9.3.2 Danny Ridgeway
- 9.3.3 Irfan Umarji
- 9.3.4 Pam Rowe

9.4 **IT WAS UNANIMOUSLY RESOLVED** that any member of the Corporation be authorised to enter into, on behalf of the Corporation, all such other documents, agreements, certificates, notices, communications or confirmations to be signed and/or despatched by it under or in connection with the Merger, and to do all such other things, as may be required in connection with the Merger.



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Director of Governance