



THE COUNCIL FOR INDEPENDENT EDUCATION

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## Constitution

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*Revised and approved: May 2012  
Section 3.4 amended at AGM 2016*

## **1. Name**

The name of the Association shall be the Council for Independent Education (referred to as “the Association” or “CIFE” in this constitution).

## **2. Aims of the Association**

CIFE is a professional association for independent colleges which share a common interest in effective and student-centred education in preparation for university. It aims to:

- promote the development of understanding, trust and mutual respect amongst its members, so that they may benefit from the sharing of concerns, experience, expertise and advice;
- help its member colleges recruit students via its referral service, its website and other advertising;
- promote a positive image of the competence and value of the independent college sector via its website, and through good contacts with the press to secure favourable editorial opportunities and coverage;
- provide professional development for members via seminars, speakers, written materials etc;
- represent its members’ collective interests to outside bodies such as the UKBA, the DfE, the ISA, ISI, examination boards etc.

## **3. Membership**

In this Constitution, member colleges are referred to as “Member Colleges” and “CIFE Colleges” and the expressions “Members” and “Membership” refer to Member Colleges as opposed to Honorary Members which are distinct and only have the rights set out in 5.1 below.

### **3.1 Criteria for Membership**

- Membership is open to colleges that have operated for at least one year and can demonstrate that they have a current and satisfactory (see 3.4 below) full inspection review or inspection audit from one of the following bodies (together the “Inspection Bodies”):

Quality Assurance Agency for Higher Education

Ofsted

Independent Schools Inspectorate

Bridge Schools Inspectorate

Education and Training Inspectorate

Estyn

Education Scotland

- Existing Members must be registered with at least one of the Inspection Bodies within two years of the adoption of this Constitution so that they can be inspected thereafter at that Inspection Body's convenience.
- Member Colleges should normally have no fewer than twenty full-time students.
- Membership is restricted to institutions in which a majority of students are preparing for GCSE, A-level or other comparable post-GCSE examinations.
- Member Colleges generally have a substantial number of post-sixteen direct entry students.
- In Member Colleges, teaching is primarily in small groups, generally of no more than twelve students, or in one-to-one tutorials.

### **3.2 Conditions of Membership**

All Member Colleges must:

- support the aims of CIFE;
- abide by the terms of membership as described in this document which is from time to time amended;
- meet their financial obligations to CIFE;
- notify the Secretary of any important changes in ownership, management, accommodation or other changes of provision;
- promptly provide the Secretary with a copy of the published report following any new inspection by an Inspection Body;
- provide CIFE with information on request in the furtherance of CIFE's aims and constitutional requirements.

### **3.3 Termination of Membership**

Membership of the Association shall be terminated in the following circumstances:

- by the Member College serving formal notice of resignation to the Chairman to take effect at the end of any subscription year, provided that such notice is given no later than three months before the end of the subscription year (a year for these purposes shall run from 1 January to the following 31 December). In the absence of such notice by the due date, subscription fees for the following year remain payable;
- forthwith, if, as a result of unsatisfactory provision or conduct, the Member College loses recognition by its Inspection Body;
- forthwith, if, within two years of the adoption of this Constitution, suitable arrangements have not been made that mean one of the Inspection Bodies can inspect a Member College that has not previously been inspected by one of the Inspection Bodies (as mentioned in 3.1 above);
- upon the winding up or voluntary liquidation of the company or partnership in ownership of the Member College;
- if a Member College is six months or more in arrears in the payment of any subscription fees or other substantial sums of money due to the Association;

- by expulsion following the Grievance and Disciplinary Procedure described in Section 11 (in accordance with which Member Colleges can also be suspended).

### **3.4 Application for Membership**

- The Principal of an applicant college must have attended and addressed a General Meeting either before or after making formal application for membership.
- Applicants should provide the CIFE Secretary with a completed copy of CIFE's current Membership Application Form, together with the documents specified therein.
- The current Chairman and Vice Chairman will review the application form and documents, the contents of which remain confidential unless deemed pertinent to the application, to ensure that they provide a satisfactory basis for the application to proceed.
- The Chairman will arrange for the applicant college to be visited on behalf of the Association by a person deemed appropriate to assess the suitability for membership. This person could be a current or past Principal or Honorary Member.
- If, after the visit, and the provision of any further information required, the college is deemed to be suitable, Members will be notified that the applicant is recommended for membership. If any Member intends to oppose membership, it must properly contact the Chairman to seek a resolution of its grounds for objection.
- Acceptance of the application is granted where a two-thirds majority is in favour of the application following a ballot, either electronic or postal, or at the next General Meeting.

## **4 Meetings**

### **4.1 Number and timing**

- There will generally be an Annual General Meeting ("AGM") in May each year and an Interim General Meeting ("IGM") in November each year. The date of the AGM shall be agreed at the preceding IGM and of the IGM at the preceding AGM. An Extraordinary General Meeting ("EGM") may be called at other times of the year should this be deemed necessary by the Chairman and Vice Chairman or by request of a majority of all member Colleges.
- Members should be given at least fourteen days advance notice of all General Meetings.
- All Association business other than changes to this Constitution (see Section 8) and the election of Officers (see Section 4.5) but including other matters involving voting may be dealt with by post or electronic means, subject to the right to call an EGM for face-to-face consideration of the issue in question.

### **4.2 Rights of Attendance**

- Each Member College shall normally be represented at meetings by its Principal, but may be represented by another authorised representative of the Member College,

provided that the identity of that person has been notified to the Secretary in advance of the start of the meeting. Other guests may be invited by the Chairman or Vice Chairman to attend part or all of meetings as observers.

- A Member College which is unable to be represented at a meeting may delegate another college's representative to vote as proxy, provided such delegation is declared to the Chairman in advance of the start of the meeting.

#### **4.3 Rights to Vote**

- Each Member College has just one vote, to be cast at meetings by its authorised representative or by its nominated delegate.
- Voting may be conducted by a show of hands unless the meeting decides that a secret ballot is required. The meeting may also decide that votes can be cast by email.
- Resolutions for voting may be proposed by any Member College (see also Section 8 for constitutional amendments).

#### **4.4 Voting Quorum**

- Representation, including properly delegated voting rights, of 50% of Member Colleges shall constitute a quorum.
- The majority required to pass a motion shall be two thirds of Member Colleges present and eligible to vote except that, after discussion in the meeting, the Chairman may at his discretion provide for votes to be cast by email after the meeting with such reasonable deadline for votes to be counted to be determined by the Chairman.
- Voting on any constitutional amendment is dealt with in Section 8.
- In the case of a tied vote the Chairman of the meeting shall be entitled to an additional casting vote.

#### **4.5 Elections**

- Vacancies for the office of CIFE Chairman and other elected offices shall normally be notified to the Principals of Member Colleges at least four weeks before the General Meeting at which elections to fill them are to be held to enable the names of those interested in standing for office to be put forward to the Chairman or Secretary.
- In the event of the resignation of an elected officer, the remaining officers are empowered to appoint a replacement until the next General Meeting or until a postal or email ballot can be held.

### **5. Officers, Council and Committees**

#### **5.1 Honorary Members**

- A Member College of at least five years standing may propose to the Members a person for honorary membership. The courtesy title of Honorary Member may be conferred on any individual who, in the opinion of a majority of the Members, has for their long or distinguished service to CIFE, merited this status. Honorary Members shall be exempt from paying any subscription fees but have no voting rights.
- Honorary Members are appointed on the approval of a General Meeting. Unless specified otherwise, such Honorary Members have no specific responsibilities within CIFE, but shall be invited to attend the AGM dinner and ancillary events (though not the main meeting) if they so wish, generally at their own expense.
- Generally, the Association will have a President and a Vice President.

## 5.2 Officers

- The Association will generally appoint a Chairman, Vice Chairman and Treasurer. The post of Immediate Past Chairman is automatic following Chairmanship. Other officers shall be appointed from time to time when deemed appropriate by a simple majority of members.
- Other external appointments are generally a Secretary, Book-Keeper, Webmaster, Public Relations Officer and Advertising Agency. Where the position is salaried there should be a job description which includes details of any performance or remuneration reviews.
- The responsibilities of officers may change from time to time as agreed by a simple majority of members.

- **Chairman**

The Chairman must be a serving senior member of staff of a Member College. The Chairman holds office for two years and will normally have served as Vice Chairman for a period of two years.

The Chairman is responsible for:

- chairing General Meetings;
- drawing up agenda of General Meetings in collaboration with the Secretary;
- representing CIFE in dealings with individuals and external bodies as appropriate;
- liaising with the Secretary, other Officers, Members and external bodies to ensure that the business and interests of the Association are carried out promptly and in accordance with the Constitution.

- **Vice Chairman**

The Vice Chairman is elected at the AGM every two years and holds office for two years before becoming Chairman.

The Vice Chairman deputises for the Chairman as required.

- **Immediate Past Chairman**

The Immediate Past Chairman remains in office for two years in a mainly advisory role.

The Immediate Past Chairman may be asked to deputise for the Chairman or Vice Chairman as required.

- **Treasurer**

The Treasurer is elected at the AGM every two years and holds office generally for two years. Where possible, the election of a new Treasurer does not coincide with the election of the Vice Chairman to assure continuity in office of either the Vice Chairman or the Treasurer. If he is not a serving Member College Principal, the Treasurer will have the ex-officio right to participate in Meetings but not to vote.

The Treasurer is responsible for:

- ensuring that proper financial records are kept;
- liaising with the Association's Book-Keeper;
- reviewing CIFE's income and expenditure at appropriate intervals;
- reporting on CIFE's finances at General Meetings and to the Chairman and Vice Chairman when required;
- recommending an annual budget to the Members for adoption at the IGM;
- ensuring that all payments made by the Association are properly authorised, according to such protocols as the Association has agreed.

In connection with these responsibilities, the Treasurer shall have specific powers:

- to open a bank account with a High Street bank in the name of the Association and to arrange such facilities as may be necessary to carry on the activities of the Association except that the Treasurer shall have no power to arrange a loan or overdraft;
- to retain and hold as property of the Association all sums of money coming into the Association and to bank the funds of the Association;
- to invest any sums of money in any prudent manner which the Treasurer, in consultation with the Chairman, thinks will benefit the Association;
- to permit, unless a contrary direction is given by the Members, all officers to pay out-of-pocket expenses or fees authorised by the Chairman.

- **Other Officers**

Officers of other posts in the Association are generally senior members of a Member College or Honorary Members, deemed to be of appropriate rank by a majority of Members. The roles of Principal, Vice Principal, Director of Studies, Senior Tutor, Curriculum Manager, for example, would be deemed appropriate as would a Director or Proprietor. Appointments are generally made for a term of three years, according to the needs of the Association as agreed by a majority of the Members.

Officers are responsible for:

- arranging meetings as required to assure swift despatch of their duties as outlined on appointment;
- reporting to the Members at General Meetings on their work;
- making recommendations to Members as appropriate.

An example of such an Officer would be the person who oversees the recommendations to the Members on Academic Prizes.

### **5.3 Committees**

- Committees may be set up as deemed necessary by a majority of Members or by the Chairman and Vice Chairman to oversee specific projects. For example, there may be a Public Relations Committee to make recommendations to Members on CIFE advertising, to liaise with the advertising agency currently used by CIFE, to use editorial opportunities to maximum advantage.
- The composition of any committee may include College Members and Honorary Members.

## **6. Accounts and Audit**

- The Treasurer shall cause accounting records to be kept in accordance with the requirements of the legislation currently in force. The accounting records shall be kept at such a place as the Treasurer sees fit and shall always be open to inspection by Members.
- At least once every year the accounts shall be examined and their correctness ascertained by properly qualified independent auditors.
- The Treasurer shall present the Audited Income and Expenditure Account and Balance Sheet for the previous calendar year to the next available General Meeting.

## **7. Subscriptions and other financial obligations**

### **7.1 Subscriptions**

- Subscriptions fall due annually on 1 January. New Members are charged pro-rata from the joining date.
- Proposals for any change to the amount of or basis for subscription shall be placed before Members at a General Meeting. Such changes shall be decided by a simple majority vote.

### **7.2 Monies owed to CIFE in respect of subscription fees**

- Members who are more than two months in arrears on such payments shall forfeit their voting rights at any General Meeting or electronic vote until such monies are paid. Failure to pay by 1 April shall preclude the defaulting college from entitlement to representation on the website until such monies are paid.



### **7.3 Commission payable to CIFE in respect of enrolments derived from CIFE office referrals**

- Enrolment commission is payable to CIFE where a student joins a college as a result of a recommendation by CIFE. The amount of such commission and the criteria for liability to such commission shall be as from time to time determined by a General Meeting.
- The CIFE Secretary will deal with, record, forward and follow up enquiries and referrals in an efficient and even-handed manner according to procedures determined from time to time by Members. Commission is payable on fees for one calendar year, or for the period of a student's course if he or she stays at the college for less than one calendar year.
- Commission is due in respect of the enrolment of a student or parent having a connection with a college who nevertheless chooses in the first instance to approach CIFE for referrals rather than initially to approach the college direct. It is incumbent on a college wishing to dispute liability to commission in such cases to demonstrate an approach prior to the contact with CIFE. However, commission is not payable in the above circumstances if the student concerned attended the college for GCSEs.
- Colleges must respond quickly and in any event within 30 days and, to the best of their ability, accurately to requests from CIFE to confirm or deny the enrolment of students referred to the college by CIFE.
- In the event of disputes over liability to commission or to the amount of commission due, a college must contact the Secretary as rapidly as possible after the liability is claimed. The Chairman and Vice Chairman are empowered together to determine any such disputes according to the Grievance and Disciplinary Procedures described in Section 11.

## **8. Amendment of the Constitution**

- These rules may be added to, altered or revoked by the Members at a General Meeting. Any amendment to be proposed at the Meeting must be sent out as part of the agenda.
- To be carried, any motion to amend the Constitution shall require the votes of two thirds of the Members, including proxies if applicable, present at the Meeting and entitled to vote.
- In the discussion of a motion to amend the rules, any proposed amendment to the motion may be carried by a simple majority of the Members, including proxies if applicable, present and voting at the Meeting.

## **9. Winding-up**

- The Association may be wound up or dissolved by resolution of two thirds of Members present and entitled to vote at a General Meeting.

- If, after settling all liabilities, there remain any assets, these should be sold and the resulting sums, together with any remaining cash reserves, shall be distributed among current Members in proportion to the subscription that each Member has paid to the Association for the year in which winding-up occurs.

## **10. Indemnity and Responsibility**

The indemnity and responsibility of CIFE's Secretary, other Officers and Members is as follows for any acts, deeds, receipts, neglects or defaults (hereinafter called "actions"), that such Officers and/or Members may singly or jointly undertake, commit or incur, provided that the Officers and/or Members:

- acted within the bounds of duties or responsibilities defined in the Constitution or as duly delegated or as could reasonably be held to be so defined or delegated;
- acted carefully, honestly and in good faith.

### **10.1 Indemnity**

- Every Officer and Member shall be indemnified by CIFE, out of CIFE funds, against any liabilities which he/she may incur on behalf of CIFE by any reason of any contract entered into or act or deed done by him/her in connection with the proper discharge of their duties.
- Additionally, the Officers of the Association shall be authorised to benefit from professional indemnity insurance paid for by the Association.

### **10.2 Responsibility**

No Officer or Member shall be held personally responsible or liable for:

- his/her own actions on behalf of CIFE;
- the actions of any other Officer or Member.

## **11. Grievance and Disciplinary Procedure**

The following Grievance and Disciplinary Procedure sets out:

- the steps to be taken by CIFE or by a Member College of CIFE, or by any other party in the event of:
  - a perception that a Member College has behaved in a way which might bring CIFE into disrepute. Such a breach may be brought to CIFE's attention by a Member College, or by any other party;

- a dispute between Member Colleges. It is very much hoped and assumed that the number of such disputes will be small and that such minor disputes and misunderstandings as may arise from time to time will continue to be resolved between colleges without colleges feeling the need to raise a formal grievance through CIFE.
- how schools or colleges not in membership of CIFE, or members of the public may appeal to CIFE for help in resolving a dispute or grievance with a Member College;
- appeals procedures in the event that a Member College wishes to dispute the conclusions reached by the processes described above;
- examples of remedies and penalties which may be imposed following a breach of CIFE's Codes of Conduct;
- publicity and confidentiality issues.

The Association does not have the legal remit to become involved directly in the handling of complaints or grievances brought against Member Colleges by students, parents or staff.

### **11.1 Steps to be taken to initiate the CIFE Grievance and Disciplinary Procedure**

- In the first instance the issue of concern or grievance should be raised with the Secretary of CIFE, who may require a written statement of the circumstances before further action is taken. The Secretary and Chairman will decide whether or not the issue falls within the Association's remit and, if it does, whether it is disciplinary in nature because it involves or potentially involves a breach of CIFE's Constitution. If it does, then the matter shall be dealt with as described in 11.2 below. If not, then the mediation procedure described in 11.3 below will be set in motion.

### **11.2 Disciplinary Procedures**

Issues which involve or may involve a breach of the CIFE Constitution will be dealt with as follows:

- as soon as an alleged breach has been brought to his or her attention, the CIFE Chairman will contact the Member College in question and ask for clarification and/or explanation. The Member College concerned is obliged to supply the requested information as quickly as possible and within ten working days;
- the Chairman will consult with the Vice Chairman or any other Member deemed appropriate with details of the alleged breach and the Member College's response to seek a decision as to the nature of any further action;
- the Chairman may take such other reasonable steps as he or she sees necessary to investigate the issue;
- the college(s) concerned will be kept informed of the progress of the matter in writing;
- the Member College may make written representations to the Chairman or Vice Chairman at any stage of the disciplinary procedure;

- the Member College may appeal to the next General Meeting against any decision of the Chairman and Vice Chairman by writing to the Secretary in accordance with the requirements in 11.4 below.

If the CIFE Chairman has a direct interest in the matter then he or she must declare this to the Vice Chairman who will then work collaboratively with another Member, usually the Immediate Past Chairman, to reach a decision.

### **11.3 Steps to be taken to resolve non-disciplinary grievances and disputes**

- The Chairman will appoint himself, the Vice Chairman or Secretary or other suitable person to mediate.
- The mediator will seek to resolve the matter to the satisfaction of all parties involved.
- If the matter is not resolved to the satisfaction of all involved within ten working days, then the Chairman and Vice Chairman will reach their own conclusion and communicate this to the parties involved in writing as quickly as possible and within fourteen working days of the mediator being appointed. Such a decision is deemed to be binding, subject to an appeal at the next General Meeting.

### **11.4 Appeals against decisions imposed by the CIFE Chairman and Vice Chairman**

- Should a Member College wish to appeal against the findings at a General Meeting, the Member College must inform the Secretary of its intention to appeal no later than twenty eight days after written notice of the decision under this Grievance and Disciplinary Procedure
- The Secretary will notify the Members that a General Meeting has been called.
- The Member College shall prepare a written summary of the reasons for its appeal and the Chairman and Vice Chairman shall prepare a written summary of the reasons why a decision was reached.
- The written summaries must be circulated by the Secretary to the Members entitled to vote at the General Meeting at least seven days prior to the General Meeting.
- The Chairman and Vice Chairman and the appellant Member College shall not be entitled to vote on this issue at the General Meeting and may not be present when Members cast their votes.
- General Meetings have the power to impose additional requirements or penalties on a Member College if it is felt that the appeals process has been abused.

### **11.5 Examples of Penalties and Remedies**

In determining appropriate remedies and penalties, the Chairman and Vice Chairman should bear in mind:

- the nature of the breach;
- the severity of the breach;
- past action taken in comparable circumstances;

- the extent of co-operation by the Member College in dealing with the breach;
- any previous breaches of a similar nature by the Member College concerned.

Penalties may include:

- a warning from the Chairman and Vice Chairman either if the breach is felt to be minor or if a Member College has undertaken remedial action which is deemed to constitute a sufficient penalty in itself;
- a fine of up to two years' subscription;
- suspension from the membership for a period of time to be determined by the Chairman and Vice Chairman;
- expulsion from the membership (the Chairman and Vice Chairman may not on their own expel a Member College. A motion must go before a General Meeting or be presented electronically to all members and a vote taken. The Member College in question is not entitled to participate in such a vote. A Member College may be suspended pending a motion to expel. Any remedy or penalty requires the agreement of two-thirds of the voting members of CIFE);
- suspension of referrals and/or representation on the CIFE website for a period of up to one academic year;
- a penalty suggested by the Member College itself which is acceptable to the Chairman and Vice Chairman;
- such other penalty as the Chairman and Vice Chairman deem to be appropriate.

## **11.6 Publicity and Confidentiality Issues**

A non-disciplinary dispute or grievance which is successfully resolved shall remain entirely confidential to all the parties concerned, though CIFE may wish to refer to the issue anonymously in suggesting future amendments to CIFE rules.

A disciplinary matter shall remain entirely confidential to the parties concerned until such time as:

- the breach is not confirmed;
- the breach is confirmed but is resolved to the satisfaction of the Chairman and Vice Chairman after which time the name of the Member College, the nature of the breach and the nature of the resolution may be publicised internally among Members without reference to any correspondence;
- the breach is subject to appeal or being brought before the members in which case all correspondence may be circulated to Members;
- a Member College is expelled or suspended at which time publicity outside CIFE will be restricted to the minimum required to inform interested parties of the change of status of the Member College concerned.