

## **Guildford College Group**

### **Draft Merger Resolution**

The planned merger of the Guildford College Group with Activate Learning was announced in March 2018.

Since March 2018 the necessary preparations for merger have been progressed including conducting a public consultation to enable individuals, groups and organisations to comment.

Although the actual date for merger has not yet been confirmed, the date is approaching and, in all likelihood, will be in March 2019.

So as to raise awareness and to satisfy the provisions of the statutory and regulatory framework, the Guildford College Group Corporation (Governing Body) agreed at the meeting held on 30 January 2019 to publish the draft Resolution to advise interested parties of the intention to progress the merger.

Once the date for merger has been confirmed (possibly 29 March 2019 or a little earlier) the Corporation will meet to approve the formal Dissolution Resolution – this is likely to be about 48 hours before the date of merger.

#### **DRAFT RESOLUTION OF THE CORPORATION OF GUILDFORD COLLEGE APPROVED ON 30 JANUARY 2019:**

1. Following the publication of the results of a statutory consultation exercise undertaken by the Corporation (as required under The Further Education Corporations (Publication of Proposals) (England) Regulations 2012);
  - 1.1 the carrying out of legal and financial due diligence exercises in respect of Activate Learning;
  - 1.2 publication of the draft resolution of the Corporation to dissolve and provide for the transfer of its property, rights and liabilities (as required under Article 26(2) of the Corporation's Articles of Government); and
  - 1.3 subject to the passing, by Activate Learning, of a resolution to receive the property, rights and liabilities of the Corporation, such transfer to take effect at 00:01 on 1 March 2019;

the Corporation hereby **RESOLVES** to merge with Activate Learning in accordance with s27A of the Further and Higher Education Act 1992, with the Corporation dissolving at 00:01 on 1 March 2019 and its property, rights and liabilities transferring immediately before that time to Activate Learning in accordance with section 27B of the Further and Higher Education Act 1992.

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Notes – not part of the draft Resolution:

1. The Guildford College Group consisting of Farnham College, Guildford College and Merrist Wood College is named the Guildford College of Further & Higher Education for legal purposes.
2. The date of 1 March 2019 mentioned above is illustrative of the planned merger and the actual date will be confirmed as soon as practicable