

THE COMPANIES ACT 1985 AND 2006

*COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL*

**ARTICLES OF ASSOCIATION  
OF**

**LONDON METROPOLITAN UNIVERSITY**

## PRELIMINARY

1 The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the University and these Articles alone shall constitute the Articles of the University.

2 In these Articles, unless the context otherwise requires:

"the 2006 Act" means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force;

"the Academic Board" means the Academic Board of the University or a quorum of the members of the Academic Board at a meeting of the Academic Board as provided by these Articles and the Regulations;

"the appointing authority" means the Board of Governors unless otherwise specified;

"these Articles" means these Articles of Association or such other articles of association of the University from time to time in force;

"the Auditors" means the external auditors of the University;

"the Board of Governors" or "the Board" means the Board of Governors as a body or a quorum of the Governors at a meeting of the Board of Governors, as provided by these Articles;

"the Chair" shall mean the Chair of the Board appointed by the Board pursuant to the provisions of Article 8;

"the Clerk" means the Clerk to the Board of Governors as provided by these Articles;

"the Deputy Vice Chancellors" means the Deputy Vice Chancellors appointed by the Board pursuant to the provisions of Article 44;

"the Education Acts" means the Education Acts 1944 to 1996 and the Education Reform Act 1988, including any statutory modification or re-enactment thereof for the time being in force;

"electronic address" means any address or number used for the purposes of sending or receiving documents or information by electronic means;

"electronic form" and "electronic means" have the meaning given in section 1168 of the 2006 Act;

"Governor" means a person duly appointed as a Governor of the University as provided by these Articles, being a Director of the University;

"the Governors" means all and any of such persons;

"Local Authority" shall be defined according to Section 579 (1) of the Education Act 1996;

"Member" means a Member of the University, as provided by these Articles;

"month" means calendar month;

"the Office" means the Registered Office of the University;

"Procedures" means provisions in writing made from time to time, whether by Regulation, by the Vice Chancellor or by any representative body constituted pursuant to these Articles for the purpose of regulating the proceedings of that body;

"the Registers" mean the Registers of Members and Directors of the University;

"Regulations" means regulations made from time to time by the Board of Governors pursuant to the powers conferred upon it by these Articles;

"Requisite Majority" means a simple majority of Members in the case of an ordinary resolution and at least 75% of Members in the case of a special resolution;

"the Seal" means the Common Seal of the University;

"the Secretary of State" means the Secretary of State for Business, Innovation and Skills or such other Minister of the Crown upon whom may devolve the present functions, duties and responsibilities of the Secretary of State insofar as they relate to the educational facilities from time to time provided by the University;

"the Secretary" means the person appointed under these Articles as Secretary of the University who shall act as the Secretary to the Company within the meaning of and for the purposes of the 2006 Act and as the Clerk to the Board as provided by these Articles;

"the Senior Staff" means the Vice Chancellor, the Deputy Vice Chancellors, the Secretary and the holders of such other senior posts as the Board of Governors shall from time to time determine for so long as such posts are subsisting as provided by these Articles;

"the Staff" means the Teaching Staff and other staff employed by the University from time to time;

"Student" means a person enrolled on a course of study or instruction at the University or a sabbatical officer of the Students' Union;

"Students' Union" means the Students' Union established pursuant to these Articles;

"the Teaching Staff" means teaching and research staff, being staff involved in teaching, research and/or the delivery or direction of teaching or research, and any other person to whom the Board of Governors after consultation with the Academic Board shall resolve to grant the status of a member of the Teaching Staff;

"the University" means London Metropolitan University (registered number 974438);

"the Vice-Chair" or "the Vice-Chairs" means the Vice-Chair or the Vice-Chairs if more than one to be appointed by the Board pursuant to the provisions of Article 8;

"the Vice Chancellor" means the Chief Executive and Vice Chancellor of the University as provided by these Articles;

"in writing" includes printing, lithography, typewriting, photography, facsimile, electronic mail and other modes of representing or reproducing words in permanent visible form;

"year" means calendar year;

Words importing the singular number only shall include the plural, and vice versa;

Words importing the masculine gender only shall include the feminine gender;

Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the 2006 Act shall bear the same meanings in these Articles.

Any reference herein to the provisions of any act shall extend to and include any amendment or reenactment of or substitution for the same effected by any subsequent act or statutory instrument.

These Articles are the Instrument and Articles of Government as required by Section 129B of the Education Reform Act 1988 (as amended).

#### COMPANY NAME

- 2A The Company name is London Metropolitan University (and in this document it is called the "University").

#### LIABILITY OF MEMBERS

- 2B (a) The liability of the Members is limited.
- (b) Every Member undertakes to contribute to the assets of the University in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the University contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding One Pound.
- (c) If upon the winding up or dissolution of the University there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the University, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the University under or by virtue of Article 2G, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable objects.

#### OBJECTS

- 2C (a) The object for which the University is established is to carry on and conduct a university for the advancement of education and as an institution for teaching

and research; and for that purpose the University's objects are specifically restricted to the following:

- (i) To provide courses of education or technical study both full-time and part-time for students at all levels and in all branches of education; and
  - (ii) To advance learning and knowledge in all their aspects and to provide industrial, commercial, professional and scientific education and training; and
  - (iii) To study, conduct research in, promote and develop any art or science for the public benefit including the publication of results, papers, reports or other material in connection with or arising out of such research.
- (b) The University in carrying out its objects shall comply with the provisions of the law relating to education and shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusivity charitable objects) all or any of the following powers:
- (i) To provide, on such terms as the University shall think fit, and to admit students to facilities for instruction, study, training and research both full-time and part-time, including, without limiting the generality of the foregoing, having regard to the education and training needs of the public in the communities of London and the traditions of the City of London College, the Sir John Cass College, the King Edward VII Nautical College, the London College of Furniture, Northern Polytechnic, North Western Polytechnic and the National College of Rubber Technology;
  - (ii) To assess the performance of persons by examinations and by other means;
  - (iii) To provide, upon such terms as the University shall think fit, such libraries, reading rooms, museums, laboratories and work-shops, club rooms, premises for sports, playing fields, refectories and residential accommodation and such furniture, fixtures, fittings, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the University;
  - (iv) On the grounds of the examination or study or research or other evidence of achievement or as a recognition or service to the University or as a mark of distinction and respect to grant to persons approved by the University such Degrees, Honorary Degrees, Diplomas, Licences, Certificates, Credits, Academic Distinctions or Awards as the University may think fit and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal. Provided that no Degree, Honorary Degree, Diploma, Licence, Certificate, Credit or other like award issued by the University shall contain any statement expressing or implying that it is granted by or under the authority of the Department for Business Innovation and Skills or any government department or authority, except to such extent as may be authorised by the

Department for Business Innovation and Skills or the department or authority concerned;

- (v) To participate as the University may think fit in any arrangements made with any university or institute of higher education or with any other body having the appropriate powers whereby students of the University may become qualified to receive any Degrees or other academic qualifications of such other body;
- (vi) To establish such relationships with other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of, or taught at, such other universities and educational institutions and other bodies as leading to Awards or Credits of the University;
- (vii) To provide or cause to be provided accommodation and related facilities for staff and students;
- (viii) To provide, without discrimination, for the recreational, social and spiritual needs and general welfare of the students of the University;
- (ix) To establish subsidiary undertakings and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships; to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the University;
- (x) To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, lien, or by all such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the University;
- (xi) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the University; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;
- (xii) To grant, lend or advance money or give credit to persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisation or association for any purpose which may seem directly or indirectly to further all of any of the objects and powers of the University;

- (xiii) To solicit, receive and accept grants, financial assistance, donations, endowments, gifts, (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts of conditions;
- (xiv) To borrow and raise money and secure or discharge any debt or obligation of or binding on the University in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the University, or by the creation and issue of bonds, debentures, debenture stock or the obligations or securities of any description;
- (xv) To undertake, execute and perform any trust or conditions affecting any property or any description of the University whether acquired by gift or otherwise;
- (xvi) To invest funds of the University not immediately required for its purposes in or upon such investments, securities or property as it may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, and subject also as provided by Article 2D (a) hereof;
- (xvii) To employ and engage the services of such persons as are considered necessary for furthering the objects of the University;
- (xviii) To grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuated funds or arrangements for the benefit of, and pay or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the University or any subsidiary undertaking of the University or their dependants and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- (xix) To found or maintain Fellowships, Exhibitions, Scholarships, Bursaries, Studentships and Prizes and similar encouragements to academic work;
- (xx) To promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being students of the University and to provide opportunities and facilities for persons to undertake study and research;
- (xxi) To provide advisory services and centres for information for the use of the students or staff of the University or, upon such terms as the University shall think fit, for the use of the public or any class of members of the public;
- (xxii) To licence, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs,

trademarks or written or other material in which the University or any student or member of the staff may have been involved and to apply for patents and copyrights and other protections in respect thereof;

- (xxiii) To prepare, edit, publish, issue, acquire, circulate and distribute books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;
- (xxiv) To acquire or cause to be acquired (whether by purchase, lease, exchange, hiring or otherwise) any real or personal property and any rights or privileges, and to enter into agreements and arrangements to secure the provision of the same, and to undertake or cause to be undertaken the development, construction, maintenance and alteration of any property, buildings or erections which the University may think necessary for, conducive or incidental to the furtherance of all or any of the objects and powers of the University;
- (xxv) To provide for the discipline of staff, students and other persons using any of the facilities of the University and to regulate such use in such manner as the University may think fit;
- (xxvi) To make and publish any regulations and procedures for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- (xxvii) To prescribe, alter, vary or waive fees, subscriptions and charges of all descriptions to be levied or made by the University;
- (xxviii) To manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of any buildings which may be required for the promotion of the objects of the University;
- (xxix) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (xxx) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the University, or to any funds or property of which the University shall be the Manager or Trustee;
- (xxxi) To undertake and carry out the office or office and duties of a manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate for any purpose which may seem directly or indirectly to further all or any of the objects of the University;



- (xxxii) To accept payment in discharge or satisfaction of any debt, obligation or liability to the University either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such term as may be considered expedient;
- (xxxiii) To pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the University, either in cash or by any other securities which the University has power to issue or the provision of services or in any combination of the above and generally on such terms as may be considered expedient;
- (xxxiv) To pay all expenses, preliminary to or necessary for the formation of the University and its registration;
- (xxxv) To do all such lawful things as are necessary or advisable for the attainment or furtherance of the said objects or any of them.

#### RESTRICTION ON POWERS

- 2D The objects and powers of the University shall be subject to the following restrictions:
- (a) In case the University shall take or hold any property which may be subject to any trusts, the University shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (b) In case the University shall hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Business, Innovation and Skills, or their respective successors, the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law;
  - (c) The University shall not support with its funds any object, or endeavour to impose on, or procure to be observed by its students, staff or Governors or others, any regulation, restriction, or condition which if an object of the University would make it a Trade Union.
- 2E Notwithstanding the incorporation of the University the following provisions shall apply to any property held by the University which shall be subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Business, Innovation and Skills or their respective successors (hereinafter referred to as "the appropriate authority"):
- (a) The members for the time being of the Board of Governors of the University (as defined in the Articles of Association of the University and who are hereinafter in this Memorandum referred to as "the Governors") shall be chargeable for any such property that may come into their hands and shall be answerable and accountable to the appropriate authority for their own acts, receipts, neglects and defaults, and to the same extent they would as Governors have been, if no incorporation had been effected.

- (b) The control or authority exercisable by the Chancery Division of the High Court and by the appropriate authority over the Governors shall not be diminished or impaired by the incorporation of the University but such control and authority shall apply as if no incorporation had been effected.

#### APPLICATION OF INCOME AND PROPERTY

- 2F The income and property of the University, whencesoever derived, shall be applied solely towards the promotion of the objects of the University as set forth in these Articles.
- 2G The University may, and may only, confer benefits on Governors if the benefit has been authorised by the Governors in accordance with Article 2H. In this Article 2G and Article 2H “benefit” includes:
  - (a) buying any goods or services from the University;
  - (b) selling goods, services, or any interest in land to the University;
  - (c) being employed by, or receiving any remuneration from the University;
  - (d) receiving any other financial benefit from the University;
- 2H For the purposes of Article 2G the following are permitted:
  - (a) the benefit described by Article 2I;
  - (b) the benefit described by Article 2J provided that the Governors follow the procedure and observe the conditions set out in Article 2K; or
  - (c) any benefit authorised in writing by the Board.
- 2I A Governor may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in section 73A, of the Charities Act 1993.
- 2J
  - (a) A Governor may receive a benefit from the University in the capacity of a beneficiary of the University.
  - (b) A Governor may be employed by the University other than for acting as a Governor.
  - (c) A Governor may receive benefits for acting as a Governor provided the Governors have in addition to meeting the requirements of Article 2K:
    - (i) read, considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
    - (ii) resolved that it is clearly in the interests of the University that the Governor in question be awarded the remuneration in question; and
    - (iii) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable

candidate for the role of Governor, that offering the remuneration in question provides a significant and clear advantage over all the other options available.

- (d) A company of which a Governor is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Governor holds no more than 1% of the issued capital of that company.

2K The University and its Governors may only rely upon the authority provided by Article 2J if each of the following conditions is satisfied:

- (a) The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.
- (b) The conflicted Governors are absent from the part of any meeting at which there is discussion of:
  - (i) his or her employment or remuneration, or any matter concerning the contract or arrangement; or
  - (ii) his or her performance in the employment or office, or his or her performance of the contract; or
  - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 2J;
  - (iv) if applicable, the matters described in Article 2J(c); or
  - (v) any other matter relating to a payment or the conferring of any benefit permitted by sub-clause Article 2J.
- (c) The conflicted Governors do not vote on any such matter and are not to be counted when calculating whether a quorum of Governors is present at the meeting.
- (d) The non-conflicted Governors are satisfied that it is in the interests of the University to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the non-conflicted Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).
- (e) The reason for their decision is recorded by the non-conflicted Governors.
- (f) A majority of the Governors then in office are non-conflicted.
- (g) If a Governor receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.

2L In Articles 2H-2K:

- (a) The employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:
  - (i) a partner;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director; or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.
  
- (b) "University" shall include any company in which the University:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the Board of the company.
  
- (c) "Governor" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his or her partner.
  
- (d) a "conflicted Governor" is a Governor who has received, is entitled to receive or is currently receiving remuneration under these Articles 2G-2L. A conflicted Governor also includes a Governor who has received financial benefits described in these Articles 2G-2L but before these Articles 2G-2L came into force.
  
- (e) a "non-conflicted Governor" is a Governor who is not a conflicted Governor.

2M No addition, alteration or amendment shall be made to or in the provisions of these Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Privy Council.

2N No alteration or alterations shall be made to or in the provisions of these Articles which would effect that the University would cease to be a company to which section 60 of the 2006 Act applies; or cease to be a charity in law.

#### CONDUCT OF THE UNIVERSITY

3 The University shall be conducted in accordance with the provisions of the 2006 Act and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles. Subject to the foregoing, the affairs of the University shall be conducted by the Board of Governors who may exercise all such powers of the University as are not by the 2006 Act or by these Articles required to be exercised by the University in General Meeting.

## MEMBERSHIP OF THE BOARD OF GOVERNORS

- 4 The Board of Governors shall from time to time make Regulations and Procedures for the appointment and reappointment of Governors and for the appointment and reappointment of the Chair and Vice-Chairs.
- 5
- (a) Subject to the following sub-paragraphs of this Article 5 the Board of Governors shall consist of at least 13 persons and no more than 15 as the Board will determine from time to time (and at all times there shall be a majority of Governors appointed in accordance with Article 5 (a) (ii) below) and shall consist of the following persons:
    - (i) the Vice Chancellor, unless he chooses not to be a member;
    - (ii) up to eight persons having experience of, and having shown capacity in, industrial, commercial or employment matters or the practice of any profession, appointed in accordance with sub-paragraph 5 (b) below;
    - (iii) one person being a member of the Teaching Staff nominated by the Academic Board in accordance with the Regulations;
    - (iv) one student governor, who shall be nominated by the governing body of the Student Union;
    - (v) up to three persons co-opted by the Board nominated by the members of the Board in accordance with the Procedures determined by the Board from time to time; and
    - (vi) one member of Staff elected by and from the Staff.
  - (b)
    - (i) Where a vacancy exists or will exist in the membership of the Board under Article 5(a)(ii) above for any reason the appointing authority in relation to the vacancy shall be the Board.
    - (ii) The proceedings of the Board shall apply as laid down under Articles 13 to 20.
    - (iii) No appointment of a Governor under Article 5(a)(ii) by the Board shall be made unless the appointment has been approved by a majority of the existing Governors holding office for the time being under Article 5(a)(ii).
  - (c)
    - (i) No person who is for the time being employed by the University shall be eligible to be a Governor other than as an ex-officio Governor pursuant to Article 5 a (i), or as provided for in 5 a (iii) and (vi).
    - (ii) No person who is the mother, father, brother, sister, wife, husband, civil or common law partner or child of a member of Staff shall be eligible to be a Governor, other than provided for in Articles 5 a (i), (iii) and (vi) above unless the Board by resolution shall determine otherwise.

- (iii) No Student shall be eligible to be a Governor other than as provided for in Article 5 (a) (iv).
  - (iv) No person who is for the time being an elected member of any Local Authority shall be eligible to be a Governor appointed pursuant to Article 5 (a) (ii).
  - (v) No person shall be eligible for appointment as a Governor if, on the date of the appointment taking effect, the person in question is under the age of eighteen.
  - (vi) Any person aged seventy or over shall (with the prior approval of the Board) be eligible to be appointed as a Governor provided that (without prejudice to any other conditions to which his appointment as Governor is subject) any Governor who at the time of approval of appointment or at any time during the term of their office as Governor is aged, or subsequently attains the age of, seventy or over shall not hold office for a period beyond the later of (a) twelve months from the date of his appointment as Governor taking effect, or (b) twelve months from his attaining the age of seventy; however a Governor ceasing to hold office by reason of this proviso shall (for the avoidance of doubt) be eligible for appointment for a further term of office as Governor subject to the foregoing conditions.
- (d) A Governor referred to in Article 5(a)(i) above shall remain a Governor so long as such person shall hold the office of Vice Chancellor.
  - (e) Governors appointed pursuant to Article 5 (a) (ii), (iii), (v) and (vi) above shall hold office for a period of three years, save that by resolution of the Board they may hold office for some other period not exceeding four years. A Governor shall hold and vacate office in accordance with the terms of his appointment and shall, on ceasing to be a Governor, be eligible for reappointment subject to that person continuing to satisfy the conditions of eligibility for appointment as provided in these Articles. The Board shall be entitled to make appointments to fill any casual vacancies for the remainder of the term of office in which such casual vacancies occur. Governors shall not be eligible for reappointment after three terms of three years or two terms of four years, unless exceptionally, on grounds of the individual expertise of the Governor concerned, the Board approves further terms of office either immediately or on the occurrence of a vacancy after a further period of time.
  - (f) Governors approved pursuant to Article 5 (a) (iv) above shall hold office for one year. A Governor shall hold and vacate office in accordance with the terms of his appointment and shall, on ceasing to be a Governor, be eligible for reappointment subject to that person continuing to satisfy the conditions of eligibility for appointment as provided in these Articles. Any period of office as Governor under Article 5 (a) (iv) shall count towards any maximum period of office under Article 5 (e).

6 Notwithstanding Article 5, a Governor shall ipso facto cease to be a Governor if he:

- (a) resigns his office as Governor by one month's notice in writing to the Board, such resignation being effective from the date of receipt of the notice or date

of resignation specified therein whichever shall be the later, without prejudice to Article 5(e); or

- (b) becomes a patient as defined in the Mental Health Act 1983; or
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) holds office as a Governor subject to satisfying certain conditions for eligibility for such appointment and ceases to satisfy such conditions (including without limitation any conditions as contained in Article 5(a) and (c)); or
- (e) is directly or indirectly interested in any contract with the University and fails to declare the nature of his interest in the manner required by Section 182 of the 2006 Act and with Article 40 below and the Board passes a resolution that by reason of such failure he should cease to be a Governor; or
- (f) without the consent of the Board accepts any office or position of profit under the University unless such office is that of the Vice Chancellor or a member of the Staff or an examiner; or
- (g) absents himself from attendance at meetings of the Board continuously for a period of twelve months or four consecutive meetings whichever period is the shorter without special leave of absence from the Board, and the Board passes a resolution that he has by reason of such absence vacated office; or
- (h) is unable or unfit to discharge the functions of a Governor, and the Board passes a resolution that he is, by reason of being unable or unfit to discharge the functions of a Governor, removed from office; or
- (i) is the subject of any disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as director; or is disqualified from acting as the trustee of a charity; or
- (j) is given notice in writing of his removal by resolution of the Board of Governors, provided that not less than three-quarters of the Governors so resolve; or
- (k) is removed from office by resolution duly passed pursuant to Section 168 of the 2006 Act; or
- (l) if a Governor for any reason shall cease to be a Member.

#### REGISTERS OF MEMBERS AND DIRECTORS

- 7
- (a) The Members shall be all the Governors from time to time.
  - (b) The Directors shall be all the Governors from time to time.
  - (c) No person shall hold office as, or act as, a Governor until that person has agreed in writing to become a Member of the University and his name has been entered in the Registers of Members and Directors.

- (d) A Governor shall retire and his name shall be removed from the Registers of Members and Directors upon his ceasing to be a Governor. The membership and all rights of a Governor shall be personal and shall not be transferable and the Governor's name shall be removed from the Registers upon the Governor's death.

#### CHAIR AND VICE-CHAIRS OF THE BOARD OF GOVERNORS

- 8 The Board of Governors shall, at its first meeting in each academic year, appoint Governors, not being members of the Staff or Students, to be respectively Chair and up to two Vice-Chairs of the Board for the ensuing academic year. Unless they resign from or become ineligible to hold such office or are removed from such office by resolution of the Board or otherwise cease to be Governors as a result of the operation of Article 6 the Chair and Vice-Chairs shall be deemed to continue in office until their successors are appointed. The Board may fill a vacancy arising in either of these offices for the remainder of the term of office in which the vacancy occurs. The Chair and Vice-Chairs of the Board shall not be eligible for reappointment after four years, unless exceptionally, on grounds of the individual expertise of the Chair or Vice-Chairs, the Board approves further terms of office either immediately or on the occurrence of a vacancy after a further period of time.

#### POWERS AND DUTIES OF THE BOARD OF GOVERNORS

- 9 Without prejudice to Article 3 the Board of Governors shall be responsible, inter alia, for:
  - (a) the determination of the educational character and objectives of the University and for the supervision of its activities;
  - (b) the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
  - (c) approving annual estimates of income and expenditure;
  - (d) the determination of membership of the Senior Staff, save that the Vice Chancellor and Secretary shall always be a member of the Senior Staff;
  - (e) the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Senior Staff;
  - (f) the determination of the policy for pay and general conditions of employment of the Staff who are not Senior Staff;
  - (g) the appointment of the Auditors and the keeping of accounts and records; and
  - (h) establishing and maintaining machinery for promoting engagement between the University and industry, commerce, the professions, other universities, other educational establishments, research organisations and local communities.



- 10 The Board may exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue bonds, debenture stock or other securities, whether outright or as security for any debt or obligation of the University.
- 11 (a) The Board shall establish a Committee or Committees with terms of reference provided by Regulations to determine or advise on such matters relating to employment policy or finance as the Board may remit to them. The membership of such Committee or Committees shall consist of such Governors and other persons as may be co-opted as the Board shall determine, excluding any Governor other than the Vice Chancellor who is a member of the Staff or a Student provided always that any such Committee shall consist of a majority of Governors.
- (b) The Board shall also establish other Committees as required, with terms of reference provided by Regulations, including Committees or Subcommittees to advise on matters relating to the remuneration of the Vice Chancellor and Senior Staff, internal and external audit (in accordance with guidance issued from time to time by the Higher Education Funding Council for England) and the appointment of Governors. It may establish a Committee to advise on matters of concern to Students.
- (c) Committees of the Board may only establish sub-committees subject to the approval of the Board.
- (d) No person who is not a Governor shall be the Chair or Vice-Chair of a Committee of the Board.
- 12 The Board may, subject to these Articles and the Regulations, delegate to any Committee of the Board, Academic Board or to the Chair or Vice-Chairs of the Board or to the Chair or Vice-Chair of any Committee of the Board or to the Vice Chancellor and on such terms and conditions as it shall from time to time think fit the exercise of all or any of the powers and duties conferred upon it by these Articles or otherwise provided that:
- (a) The Board shall not be empowered or competent to so delegate all or any of its powers or duties in connection with:
- (i) the determination of the educational character and objectives of the University; or
  - (ii) the approval of the annual estimates of income and expenditure of the University; or
  - (iii) ensuring the solvency of the University and ensuring the safeguarding of its assets; this shall include the recommendation of the annual accounts to the University in General Meeting and all matters referred to in Article 74; or
  - (iv) the recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them; or

- (v) the approval, revoking, amendment or variation of the Regulations or any of them, other than the regulations made by Academic Board hereunder; or
  - (vi) the appointment, suspension and dismissal of the Vice Chancellor and his/her right to appeal and the appointment and right to appeal in the case of suspension or dismissal of other members of the Senior Staff; or
  - (vii) the termination of the membership of any Governor; or
  - (viii) any act or thing which under or by virtue of any provision of the 2006 Act is required to be done by the Vice Chancellor or the Board
- (b) The Board shall not delegate to any person who is not a Governor or to any body or committee that does not consist exclusively of Governors:
- (i) the appraisal, discipline or suspension of the Vice Chancellor and his/her right to appeal; or
  - (ii) the authorisation of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Board deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.
- (c) Notwithstanding any delegation, the Board will have the ultimate responsibility and accountability in respect of any matter in respect of which the Board has delegated responsibility under these Articles.

#### PROCEEDINGS OF THE BOARD OF GOVERNORS

- 13 The Board of Governors may meet together for the despatch of business, may adjourn, and may by Procedures or otherwise regulate its meetings as it shall from time to time think fit, but shall meet not less than three times in every year. The Clerk, on the requisition of the Chair or of any five or more of the Governors, shall summon a meeting of the Board by giving to him personally or by word of mouth or by sending a notice thereof by post, fax or electronic mail to every Governor at his usual residential address or other address nominated by the Governor and notified to the Clerk of the Board so that in the ordinary course of the post such notice would be received not less than five clear days before the day for which the meeting is summoned except where the Chair or in his absence a Vice-Chair has deemed shorter notice to be necessary. Every notice of meeting shall state the time, date and place for such meeting and the business to be considered at such meeting.
- 14 The quorum for meetings of the Board shall be eight Governors of whom not less than five shall be Governors appointed under Article 5(a)(ii). No business shall be transacted at any meeting of the Board unless a quorum is present save that notwithstanding that no quorum is present the Governors may elect a Chair to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned. If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled. If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned. In either case, the Clerk shall by notice in accordance with Article 13

summon a new meeting, save that any business conducted when a quorum was present shall stand. All or any Governors may participate in a meeting of the Board or Committee of the Board by means of a conference telephone or communication equipment which allows all persons participating in the meeting to hear each other. A person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair is.

- 15 The Chair shall preside at every meeting of the Board or if he shall not be present or is unwilling to act a Vice-Chair shall if present and willing to act preside, failing which the Governors present shall elect one of their number not being a member of the Staff or a Student to be Chair of the meeting.
- 16
  - (a) The Governors may act as the Board notwithstanding any vacancy in their body.
  - (b) All acts done by any meeting of the Board or of a Committee of the Board or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.
- 17
  - (a) Without prejudice to the quorum provisions contained in Article 14 above, in the event that a meeting is quorate but less than half of the Governors present and constituting the quorum are Governors appointed under Article 5(a)(ii), those Governors present and being counted in the quorum who are Governors appointed under the said Article 5(a)(ii) shall (by majority vote) be entitled to require of the Chair that any resolution proposed to be put to the meeting shall not be put but shall instead be deferred to the next meeting of the Board, and upon such requirement being notified to the Chair the Chair shall defer the resolution accordingly. No resolution shall be deferred more than once by notice given pursuant to this Article.
  - (b) Questions arising at a meeting shall (subject always to Article 17(a) above) be determined by a majority of votes of the Governors present and voting and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 18 A resolution in writing signed by all the Governors entitled to receive notice of a meeting of the Board or by all the members of a Committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said Governors or the said members of such Committee), or a resolution to which every such Governor or every such member of a Committee has signified his approval in writing or by electronic transmission, shall be as valid and effective as if it had been passed at a meeting of the Board or of such Committee (as the case may be) duly called and constituted.
- 19 Any resolution of the Board may be rescinded or varied at any subsequent meeting of the Board if notice of the proposal to rescind or vary the resolution has been given and if the subject matter of the resolution (and any proposed variation) appears in the notice of such meeting.

- 20 Governors shall always act in the best interests of the University and shall not be bound in their speaking and voting at meetings of the Board by instructions given to them by other persons or bodies. The Board shall not accept the appointment of proxies.

#### GENERAL MEETINGS

- 21 The University shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the University and that of the next. The Annual General Meeting shall be held at such time and place in the United Kingdom as the Board shall determine.
- 22 All General Meetings of the University other than Annual General Meetings shall be called Extraordinary General Meetings.
- 23 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by Section 303 of the 2006 Act.

#### NOTICE OF GENERAL MEETINGS

- 24 All General Meetings whether Annual General Meetings or Extraordinary General Meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given, and shall specify the place, the day and hour of the meeting and the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the University in General Meeting, to such persons as are under the Articles entitled to receive such notices from the University, provided that a meeting of the University shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the Members, having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of all the Members.
- 25 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 26 A notice may be given by the University to any Member:
- (a) either personally or by sending it by post to that Member or to that Member's usual residential address or other address nominated by the Member and notified to the Clerk to the Board or (if that Member has no such address within the United Kingdom) to the address, if any, within the United Kingdom supplied by that Member to the University for the giving of notice to that Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have become effective, in the case of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post; or

(b) by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the 2006 Act. Where a notice is sent by electronic means, service of the notice shall be deemed to be effective by properly addressing the notice, and to have become effective at the expiration of twenty-four hours after the notice is sent.

27 Notice of General Meeting shall be given in any manner herein before authorised to:

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the University an address within the United Kingdom for the giving of notices to them;

(b) the Auditors for the time being of the University.

28 No other person shall be entitled to receive notices of General Meetings.

#### PROCEEDINGS AT GENERAL MEETINGS

29 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and the reports of the Board of Governors and the Auditors and the appointment of, and the fixing of the remuneration, if any, of the Auditors.

30 Save as herein otherwise provided, the quorum at any General Meeting shall be eight members of whom five shall be Governors holding office in accordance with Article 5(a)(ii). Notwithstanding that the University does not have a share capital, every notice convening a General Meeting shall comply with the provisions of section 325 of the 2006 Act as to giving information to members in regard to their right to appoint a proxy.

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and in any common form or in such other form as the Governors may approve. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates, and shall be deemed to include authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which it is given.

The instrument appointing a proxy and (if required by the Governors) any authority under which it is executed or a copy of the authority (certified notarially or in any other manner approved by the Governors) may be delivered to the registered office, or to some other place or to some person specified or agreed by the Governors, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to act or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and in instrument of proxy which is not so delivered shall be invalid.

31 If within thirty minutes from the time appointed for a meeting a quorum is not present, the meeting shall be cancelled and the Clerk shall by notice in accordance with Article 24 summon a new meeting.

- 32 No business shall be transacted at any General Meeting unless a quorum of Members is present save that notwithstanding that no quorum is present the Members present at any General Meeting may elect a person to act as Chair and to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.
- 33 The Chair of the Board shall chair every General Meeting of the University, or, if the Chair shall not be present in person within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-Chair, if any, of the Board shall if present and willing to act preside, failing which the Members present shall elect one of their number not being a member of the Staff or a Member holding office as Governor under Article 5(a)(iv) to be Chair of the General Meeting.
- 34 The Chair of any General Meeting may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than two clear days' notice must be given of any adjourned meeting. When a meeting is adjourned for thirty days or more a new notice of meeting shall be given in respect of the adjourned meeting in such manner as is required by Article 24.
- 35 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or, in the case of a meeting conducted by conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other, by oral assent. A declaration by the chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the University, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 36 In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.
- 37 Subject to the provisions of the 2006 Act a resolution in writing signed by the Requisite Majority of Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which such Members have signified their approval in writing or by electronic transmission, shall be as valid and effective as if it had been passed at a General Meeting of the University duly called and constituted.
- 38 Subject to the provisions of Article 39, every Member shall have one vote at any General Meeting. Votes shall be given personally, including by conference telephone or other means as provided in Articles 14 and 35.
- 39 No Member shall be entitled to vote at any General Meeting unless all moneys presently due from him to the University by way of guarantee as a Member have been paid.

#### INTERESTS OF GOVERNORS

- 40 (a) A Governor shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any

such matter in which he shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of members of the Board against liabilities are being discussed or other matters which affect Governors generally. If necessary, the Chair or in his absence the Vice-Chair shall determine whether or not there is a conflict of interest for any Governor at a particular time. In the case that the Chair or Vice-Chair's interests are to be considered the Board shall determine the matter in the absence of the Chair or Vice Chair (as the case may be).

- (b) For the purpose of this and the preceding Article a Governor shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his interest therein arises solely by virtue of that Governor being a member, officer or representative of a Local Authority or a Member of the University or a member of a company in which he holds not more than one per cent of the capital or less than one per cent of the capital if it has a value of £25,000 or more.
- (c) Governors shall withdraw from the meeting room if there is discussion of any matter which directly concerns their own individual position. Staff and Student Governors, other than the Vice Chancellor, shall withdraw when the affairs of named or identifiable current or prospective or former members of Staff are being discussed. Student Governors shall withdraw when the affairs of named or identifiable current or prospective or former Students are being discussed. The Vice Chancellor shall withdraw when his own position is being discussed.
- (d) There shall be a Register of Governors' Interests maintained by the Clerk. The Board shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Governor, any member of Staff, any Student or any member of the public.

#### VICE CHANCELLOR

- 41 (a) The Board shall appoint a Vice Chancellor who shall be Chief Executive of the University, or such other designation as the Board shall think fit, upon such terms and conditions of employment as it shall think fit.
  - (b) Upon the occurrence of a vacancy or expected vacancy in the office of the Vice Chancellor, the post shall be advertised nationally.
  - (c) In the event of a vacancy in the office of Vice Chancellor or the absence of the Vice Chancellor by reason of illness or otherwise, the Board may appoint, on such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an Acting Vice Chancellor.
  - (d) the detailed arrangements for the appointment to the post of Vice Chancellor shall be made by a Committee consisting in equal numbers of Governors appointed under Article 5 (a) (ii) and other Governors. The Committee shall make recommendations for the appointment to the Board.
- 42 Without prejudice to any terms or conditions attached to the appointment of the Vice Chancellor from time to time pursuant to Article 41 above and to any other duties and responsibilities of the Vice Chancellor, s/he shall be responsible to the Board:

- (a) for making proposals to the Board about the educational character and objectives of the University and for implementing the decisions of the Board in this respect;
  - (b) for the organisation, direction and management of the University and leadership of the Staff;
  - (c) for the assignment of the duties of Senior Staff other than the Vice Chancellor;
  - (d) for the appointment, appraisal, grading, assignment, discipline, suspension and dismissal of members of the Staff other than the Senior Staff;
  - (e) for the determination (within the policy set by the Board) of the pay and conditions of employment of the Staff other than the Senior Staff;
  - (f) having regard to the educational objectives of the University, for the planning and determination of the academic programmes and other activities of the University, after consultation with the Academic Board on matters relating to the quality and academic standards, curriculum content, operation and delivery of courses and other matters referred to in Article 65;
  - (g) for preparing annual estimates of income and expenditure for consideration by the Board; and for the management of resources within the estimates approved by the Board and for the allocation and the effective and efficient use of resources; and
  - (h) for the maintenance of Student discipline and (within the Regulations) for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons.
- 43 (a) The Vice Chancellor may delegate the exercise of any or all of the powers or duties listed in Article 43 or delegated to him under Article 12 except where these Articles, or the Regulations specifically prohibit such delegation. In respect of 42(d), the Vice Chancellor may delegate the dismissal of Staff other than Senior Staff only to a member of the Senior Staff.
- (b) The Vice Chancellor shall establish an executive group of Staff to assist him in discharging his role. The structure of this executive group shall be subject to the approval of the Board of Governors.
- 44 The Board of Governors shall appoint the Deputy Vice Chancellor of the University. The Deputy Vice Chancellors shall be responsible to the Vice Chancellor for such aspects of the organisation, management and conduct of the University as may be assigned to them from time to time by the Vice Chancellor.

#### CHANCELLOR

- 45 The Board may appoint a Chancellor to the University who shall represent the University from time to time, for such terms of office as the Board shall determine in its Regulations. He shall not be a Governor or an employee of the University and shall receive no remuneration other than expenses incurred. He shall not have powers to bind the University to a course of action.



## APPOINTMENT AND RESPONSIBILITIES OF THE SECRETARY

- 46 The Board of Governors shall appoint the Secretary of the University who shall be the Company Secretary and may suspend or remove such person from that appointment. The Secretary shall act as Clerk to the Board of Governors.
- 47 A Provision of the 2006 Act or the Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the Secretary.

## THE APPOINTMENT AND EMPLOYMENT TERMS AND CONDITIONS OF STAFF

- 48 Subject to the provisions of these Articles and the Regulations the Vice Chancellor shall have the power to appoint the Staff of the University (other than the Senior Staff).
- 49 The Board shall establish Regulations and Procedures governing the appointment of Staff. The Regulations and Procedures may contain different provisions for different categories of Staff.
- 50 The policy for pay and general conditions of employment for all members of the Staff shall be determined by the Board.
- 51 Each member of the Staff shall serve under a contract of employment with the University.

## CONDUCT OF STAFF

- 52 After consultation with the recognised representatives of the Staff, the Board of Governors shall make Regulations governing the conduct of Staff, and the discipline of Staff, for occasions of misconduct. The Regulations may contain different provisions for different categories of Staff.
- 53 The Board shall have regard to the need to ensure that Staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

## SUSPENSION OF STAFF

### *Senior Staff*

- 54 Members of the Senior Staff other than the Vice Chancellor may be suspended with pay by the Vice Chancellor for alleged misconduct or other good or urgent cause for a period not exceeding fourteen days. Any such suspension shall be reported to the Board of Governors within two days or as soon thereafter as is practicable. In the case of the Vice Chancellor such action may be taken by the Chair or in his absence the Vice Chair.

### *Staff other than Senior Staff*

- 55 The Vice Chancellor may suspend with pay any member of the Staff for alleged misconduct or other good or urgent cause for a period not exceeding fourteen days.

*All Staff*

- 56 Any person who is suspended from duty under Article 54 or Article 55 above shall be entitled to receive notification in writing of the suspension and the alleged grounds for it.
- 57 After consultation with the recognised representatives of the Staff, the Board shall establish Regulations setting out the Procedures for suspension. The Regulations may establish different Procedures for different categories of Staff and shall make provision for:
- (a) the means by which the period of suspension may be extended beyond fourteen days;
  - (b) the entitlement of any suspended person to appeal against an extension of the suspension beyond that initial period, without any such appeal having the effect of lifting the suspension; save that no such right of appeal shall lie if the person is the subject of a reference to a Committee under Article 58 or under notice from the Vice Chancellor of dismissal under Article 60; and
  - (c) the hearing of the appeal at the earliest practicable date.

DISCIPLINE AND DISMISSAL OF STAFF

*Senior Staff*

- 58 Members of the Senior Staff other than the Vice Chancellor may be disciplined by the Vice Chancellor in appropriate circumstances in accordance with Regulations established by the Board. In the case of the Vice Chancellor such discipline may be taken by the Chair or in his absence the Vice Chair.
- 59 (a) Members of the Senior Staff may be dismissed from office only by a decision of the Board. The Board shall establish a Committee, with a membership of no fewer than three Governors, who are not members of the Staff and Students. The Chair, Vice-Chairs and Vice Chancellor shall not be eligible for membership of such a Committee. A case shall be referred to a Committee if the Chair or in his absence the Vice-Chair or, where there are two Vice-Chairs, either of them or in the absence of the Chair and Vice-Chairs a majority of Governors consider that it may be appropriate for a member of the Senior Staff to be dismissed. The Committee shall be convened as soon as is practicable and shall operate under such Regulations as the Board may determine, to consider cases in which a dismissal is under consideration. The Committee shall examine the facts and any other matters which it considers relevant to the cases brought before it and shall report its findings in writing to the Board without making any recommendations as to the decision to be taken by the Board. The Board of Governors shall consider the report of the Committee and take such action as it considers appropriate, which may include the dismissal of the member of the Senior Staff concerned.
- (b) After consultation with members of the Senior Staff as appropriate, the Board shall make Regulations specifying Procedures for the conduct of the Committee. The Regulations shall make provision for the right of the

member of the Senior Staff whose dismissal is under consideration to make representations orally and in writing to the Committee mentioned in Article 59(a) above and to the Board when it considers the report of the Committee; and to be accompanied or represented for this purpose. The member of the Senior Staff whose dismissal is under consideration shall be entitled to receive the report of the Committee in connection with his own case at the same time that it is forwarded to the Board.

- (c) Where a member of Senior Staff has been dismissed under 59(a) above, the member of Senior Staff concerned may appeal against the dismissal, or decision to dismiss, to the Chair of the Board. The decision of the Chair shall be final. In the case of an appeal against the decision to dismiss, the dismissal shall not take place until the appeal has been determined but any appeal must be lodged within 15 working days of the decision to dismiss and must be heard and determined within 20 working days of receipt.

#### *Staff other than Senior Staff*

- 60 Members of staff other than Senior Staff may be disciplined by Senior Staff to whom the Vice Chancellor has delegated the exercise of this power under Article 43, in accordance with Regulations established by the Board.
- 61 Senior Staff to whom the Vice Chancellor has delegated the exercise of this power under Article 43, may dismiss any member of Staff other than Senior Staff, subject to any general provisions set out in the Regulations.
  - (a) If the member of the Senior Staff decides that the circumstances of dismissal are sufficiently serious he is entitled to dismiss the member of Staff immediately without any need for prior notice.
  - (b) Where the member of the Senior Staff, proposes to dismiss a member of Staff other than as provided in Article 61(a), he shall notify the member of Staff concerned of that proposal. That member of Staff shall be given an opportunity to make representations to the member of the Senior Staff, (including oral representations for which purpose he may be accompanied or represented) before any decision to dismiss is taken.
  - (c) Where a member of Staff has been dismissed under 61(a) above or a decision to dismiss has been taken under 61(b) above, the member of Staff concerned may appeal against the dismissal, or decision to dismiss, to the Vice Chancellor. The decision of the Vice Chancellor shall be final. In the case of an appeal against the decision to dismiss, the dismissal shall not take place until the appeal has been determined but any appeal must be lodged within 15 working days of the decision to dismiss and must be heard and determined within 20 working days of receipt.
- 62 Regulations for the dismissal of Staff by the Vice Chancellor or member of the Senior Staff, governing the Procedures in 61(a), (b) and (c) and the rights of the member of Staff concerned therein, shall be made by the Board of Governors after consultation with recognised representatives of the Staff. The Regulations shall include rights of representation.

#### STAFF GRIEVANCES

- 63 After consultation with the recognised representatives of the Staff the Board of Governors shall establish Regulations by means of which Staff may seek redress of any grievances relating to their employment.

#### THE ACADEMIC BOARD

- 64 The Board of Governors shall establish an Academic Board of not more than thirty members comprising the Vice Chancellor and such of the members of the Staff and Students as are determined by Regulations with the proviso that a majority of the Governors shall be holders of posts at head of department or comparable level or above. The Vice Chancellor shall chair the Academic Board and may appoint a Vice-Chair from amongst its members to take the Chair in his absence or incapacity. The period of appointment of members and the selection or election arrangements shall be subject to Regulations and Procedures.
- 65 Subject to the responsibilities of the Board and of the Vice Chancellor, the Academic Board shall be responsible for the matters in the Schedule to these Articles, having regard at all times to the educational character and objectives of the University as determined by the Board.
- 66 The Academic Board shall regulate its own proceedings and may establish such committees or boards as it considers necessary to assist it in the discharge of its responsibilities and shall determine their membership and terms of reference. The Academic Board or any Committee or Board established by the Council may delegate the exercise of any of its powers to any person or body except where these Articles or the Regulations prohibit such delegation. No member of the Academic Board shall be deemed to be a Governor for the purposes of the 2006 Act by virtue solely of such membership of the Academic Board.

#### STUDENTS' UNION

- 67 (a) The Board of Governors may make arrangements for the establishment of a Students' Union (as defined in Section 20(1) of the Education Act 1994) with power to manage its own affairs and funds.
- Every Student shall be entitled to become a member of the Students' Union by satisfying such formalities as may be prescribed by the Students' Union and assented to by the Board. In addition persons not being Students may be admitted to restricted membership of the Students' Union as the constitution of the Students' Union may prescribe. The constitution of the Students' Union and any amendment thereto or repeals or variations thereof shall be subject to the approval of the Board before taking effect. The Board shall take such steps as are reasonably practicable to secure that the constitution is reviewed every five years.
- (b) The constitution of the Students' Union shall provide for the appointment of officers of the Students' Union and shall provide for such other councils, committees and other organisations as the Students' Union shall think fit.
- (c) The Board shall take such steps as are reasonably practicable to secure that appropriate arrangements exist for approval of the budget and monitoring of expenditure.

#### CONDUCT OF STUDENTS

- 68 After consultation with the Academic Board and with representatives of the Students, the Board of Governors shall make Regulations governing the conduct of Students, including provision for the discipline of Students on the grounds of misconduct and for suspension and expulsion. Such regulations to include rights of appeal against suspension and expulsion such appeals to be made to the Vice Chancellor whose decision shall be final and binding.

#### TERMINATION OF ENROLMENT OF STUDENTS ON ACADEMIC GROUNDS

- 69 After consultation with the Board of Governors and with representatives of the Students, the Academic Board shall establish Procedures governing the termination of enrolment of Students from the University for unsatisfactory standards of work or other academic reasons and shall provide for the right of Students to appeal to the Vice Chancellor against such a decision to terminate their enrolment.

#### STUDENT CONSULTATION

- 70 The Board shall satisfy itself that Students have adequate opportunity to raise matters of proper concern to them at all appropriate levels in the University. This shall include the provision of Procedures for resolving Student complaints.

#### PROVISION OF INFORMATION

- 71 The Board shall ensure that in accordance with the Freedom of Information Act 2000 and any amendments thereto records of its proceedings, decisions, structure and composition be maintained as publicly available except where information is exempt within the meaning of the Freedom of Information Act 2000.

#### ACCOUNTS AND FINANCIAL PROCEDURES

- 72 The Board of Governors shall procure that the University keeps accounting records in accordance with the requirements of the 2006 Act.
- 73 The accounting records shall be kept at the Office of the University or, subject to the 2006 Act, at such other place or places as the Board think fit, and shall be open to the inspection of the Governors and of such other persons as the Board may authorise.
- 74 The Board shall from time to time in accordance with the 2006 Act, and as otherwise required by these Articles or the Regulations, cause to be prepared and to be laid before the University in General Meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are required by the 2006 Act, these Articles or the Regulations.
- 75 A copy of every balance sheet and income and expenditure account(including every document required by law to be annexed thereto) which is to be laid before the University in General Meeting, together with a copy of the Auditors' Report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the University; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the University is not aware or to more than one of the joint holders of any debentures.

- 76 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the University shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

#### EXTERNAL AUDITORS

- 77 Auditors shall be appointed and their duties regulated in accordance with the 2006 Act, these Articles and the Regulations.

#### ATTORNEYS

- 78 The Board may, by power of attorney or otherwise, appoint any person to be the agent or attorney of the University upon such terms (including terms as to remuneration) as it may decide. The Board may remove any person appointed under this Article and may revoke or vary the appointment save that no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

#### THE SEAL

- 79 The Board of Governors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a Committee authorised by the Board on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Board for that purpose. The Secretary shall cause reports to be made to the Board from time to time on the use of the Seal and on executions by Deed.

#### REGULATIONS

- 80 (a) The Board of Governors shall have power to make Regulations concerning such matters as under the Articles are to be provided for by Regulations and concerning such other matters with regard to the government and conduct of the University as it shall think fit.

Provided that:

- (i) no Regulation shall have effect if and to the extent that it is inconsistent with these Articles; and
  - (ii) no Regulations concerning the matters in the Schedule shall be made until the Academic Board has been given an opportunity to consider and report to the Board thereon and until any reports made by the Academic Board in response to that opportunity have been considered by the Board.
- (b) Save as provided in paragraph (a) of this Article, every Regulation made by the Board shall have effect as if the same was contained in these Articles save that they may at any time or times be revoked or varied by the Board in like manner as they may be made.

## INDEMNITY

- 81 (a) The University shall indemnify any Governor against any liability incurred by him or her in that capacity, to the extent permitted by section 232 to 234 of the 2006 Act.
- (b) For the purposes of this Article 81, a "Governor" means any Governor or former Governor of the University.

## AMENDMENT OF ARTICLES

- 82 Subject to the provisions of the 2006 Act and the condition contained in Article 2M, these Articles may be amended or replaced by a special resolution of the University in General Meeting either with the approval of the Privy Council or as required by the Privy Council in accordance with section 129B of the Education Reform Act 1988.

THE SCHEDULE under Articles 64, 65 and 66  
ACADEMIC BOARD

1. The educational character and mission of the University as expressed through its academic organisation and structure shall be as determined from time to time by the Board of Governors in the light of proposals made to it by the Vice Chancellor, having consulted the Academic Board.
- 2.1 The Academic Board shall be deemed to be duly constituted and its proceedings shall not be invalidated notwithstanding any failure to elect or appoint or any defect in the qualification, election or appointment of any one or more of its members or by any temporary or other vacancy in the membership as thereby constituted.
- 2.2. The period of appointment of members of the Academic Board and the selection or election arrangements shall be subject to regulations made by the Board of Governors. The Secretary of the University shall be formally responsible for arranging the holding of elections. Any matters of doubt or dispute regarding such elections shall in the first instance be referred to the University Secretary for decision, but the Secretary shall if requested refer the same to the Board of Governors for direction.
- 2.3.
  - i) In the case of a person who is a member of the Academic Board ex-officio, (s)he shall continue to be a member of the Academic Board until (s)he ceases to hold the office by reason of which (s)he is a member.
  - ii) In the case of elected and co-opted members of the Academic Board provisions shall be made for their retirement in rotation in regulations made from time to time by the Academic Board subject to the approval of the Board of Governors.
3. The Academic Board may invite persons, who need not necessarily be members of the teaching and research staff of the University, to attend any of the meetings of the Academic Board or committees of the Academic Board and to participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Academic Board or such committee.
4. Subject to the ultimate responsibility of the Board of Governors and to the requirements of external validating bodies, the Academic Board shall be responsible for:
  - i) considering and advising the Vice Chancellor on the planning, co-ordination, development, oversight and resourcing of all the academic work of the University;
  - ii) the regulation and control of all the teaching and schemes of study in the University;
  - iii) the regulation of academic conditions for the admission of students to the University;
  - iv) the regulation and superintendence of the discipline of the students in academic matters, including assessment and examination of their academic performance, and procedures for their expulsion on academic grounds;



- v) the quality of courses including matters relating to validation or accreditation by external bodies;
- vi) awarding academic qualifications and making recommendations for the granting of honorary awards, fellowships, scholarships, bursaries, prizes or other distinctions and qualifications;
- vii) the general oversight of research;
- viii) the nomination, appointment and removal of external examiners;
- ix) the nomination of academic representatives of the University on outside bodies;
- x) the making to the Vice Chancellor and, through the Vice Chancellor to the Board of Governors, of such reports and recommendations as the Academic Board thinks fit on the academic structure of the University and other academic and related matters or on any matters referred to the Academic Board by the Board of Governors;
- xi) the nomination to the Board of Governors of a member of the Academic Board; and
- xii) the exercise of any other functions which may be delegated to the Academic Board by the Board of Governors.