

The Companies Act 1985

Company limited by guarantee  
and not having a Share Capital

**MEMORANDUM OF ASSOCIATION**

**of**

**ROEHAMPTON UNIVERSITY**

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1. The name of the Company (hereinafter called **“the University”**) is Roehampton University.
  2. The Registered office of the University will be situated in England.
  - 3.
  - 3.1 The object of the University shall be the establishment conduct and development of a University for the advancement of the higher and further education and as an institution for teaching and research.
  - 3.2 The object of the University specified in clause 3.1 above shall in particular and without prejudice to the generality thereof include:
    - 3.2.1 the provision of courses of instruction leading to the award of degrees or other appropriate qualifications and other courses which serve the needs of adults for further study;
    - 3.2.2 the education and training of persons preparing for, or members of, the teaching profession or other professions or vocations or for industry or business; and
    - 3.2.3 the provision in the interest of the social welfare of the students of the University of facilities for recreation and other leisure-time occupations.
  - 3.3 In this clause 3 the following expressions shall have the following meanings unless inconsistent with the context:

<b>“each College”</b>	means Digby Stuart College, Froebel College, Southlands College and the Whitelands College Foundation;
<b>“Council Members”</b>	means those persons appointed to the board of directors of the University under

the Articles of Association for the time being of the University;

**“Providing Body”**

means in relation to each College the company or body of trustees in which or in whom the freehold or (where appropriate) the leasehold interest of the premises of the College is vested provided always that if such freehold or (where appropriate) the leasehold interest is vested in the name of a custodian trustee then the Providing Body shall mean the body of managing trustees of the College;

- 3.4 The University in carrying out its object shall have regard to the identity and tradition of each College as a community with special purposes and with particular links with its Providing Body and where appropriate with its particular denominational character.
- 3.5 The University in carrying out its object shall comply with the provisions of the law relating to education.
- 3.6 In furtherance of the above object the University shall have and may exercise (but only to the extent to which the same may lawfully be exercised having exclusively charitable objects) all or any of the following powers on such terms in each case as the University shall think fit:
  - 3.6.1 to provide 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 educational and training needs of the public;
  - 3.6.2 to assess the performance of persons by examinations and by other means;
  - 3.6.3 to provide such libraries, reading rooms, museums, laboratories and workshops, galleries, club rooms, premises for sports, playing fields, refectories and residential accommodation and such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the University;
  - 3.6.4 on the grounds of examination or study or research or other evidence of achievement or as a recognition of service to the University or as a mark of distinction and respect to grant to persons approved by the University degrees, honorary degrees, diplomas, licences, certificates, credits, academic distinctions or awards and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;

- 3.6.5 to participate 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;
- 3.6.6 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;
- 3.6.7 to provide or cause to be provided accommodation and related facilities for staff and students;
- 3.6.8 to provide for the recreational, social and spiritual needs and general welfare of the students of the University;
- 3.6.9 to establish subsidiary undertakings, companies 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;
- 3.6.10 to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or 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;
- 3.6.11 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;
- 3.6.12 to grant, lend or advance money or give credit to such persons or companies, organisations or associations whether incorporated or not, with or without security, and otherwise to assist any person or company, organisations or associations for any purpose which may seem directly or indirectly to further all or any of the objects and powers of the University;
- 3.6.13 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 or conditions;

- 3.6.14 to borrow and raise money and secure or discharge any debt or obligation of or binding on the University 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 other obligations or securities of any description;
- 3.6.15 to undertake, execute and perform any trust or conditions affecting any property of any description of the University whether acquired by gift or otherwise;
- 3.6.16 to invest funds of the University not immediately required for its purposes in or upon such investments, securities or property;
- 3.6.17 to employ and engage the services of such persons as are considered necessary for furthering the objects of the University;
- 3.6.18 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 superannuation 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;
- 3.6.19 to found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;
- 3.6.20 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;
- 3.6.21 to provide advisory services and centres for information for the use of the students or staff of the University or for the use of the public or any class of members of the public;
- 3.6.22 to license, 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;
- 3.6.23 to prepare, edit, print, 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;

- 3.6.24 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, erections which the University may think necessary for, conducive or incidental to the furtherance of all or any of the objectives and powers of the University;
- 3.6.25 to provide for the discipline of staff, students and other persons using any of the facilities of the University and to regulate such use;
- 3.6.26 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;
- 3.6.27 to prescribe, alter, vary or waive fees, subscriptions and charges of all descriptions to be levied or made by the University;
- 3.6.28 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;
- 3.6.29 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 3.6.30 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 the University or property of which the University shall be the manager or trustee;
- 3.6.31 to undertake and carry out the office or offices and duties of 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;
- 3.6.32 to accept payment in discharge or satisfaction of any debt, obligation or liability to the University 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 terms as may be considered expedient;
- 3.6.33 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 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;

- 3.6.34 to pay all expenses, preliminary to or necessary for the formation of the University and its registration;
- 3.6.35 to raise funds by trading but not by means of taxable trading (where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the above object and the profits of which are liable to tax);
- 3.6.36 to insure the Council Members against such risks as may be allowed by law including without limitation the costs of a successful defence to a criminal prosecution brought against them as Council Members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 3.6.37 to do all such lawful things as are necessary or advisable for the attainment or furtherance of the said object.

4.

4.1 The income and property of the University, whencesoever derived, shall be applied solely towards the promotion of the object of the University as set forth in this Memorandum of Association and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the University and (subject as aforesaid) no Council Member shall be appointed to any paid office of the University and no remuneration or other benefit in money or money's worth shall be given by the University to any Council Member.

4.2 The foregoing provisions in clause 4.1 shall nevertheless be subject to the following exceptions:-

- 4.2.1 Persons duly appointed as Council Members may be reimbursed any out-of-pocket expenses incurred by them in connection with their attendance to any matter affecting the University and may benefit from insurance policies effected in relation to the object of the University but so that such insurance shall not extend to any matters not allowed by law.
- 4.2.2 Council Members and members of the University may consider and vote upon proposals for the University to insure the Council Members and members of the University against liabilities incurred by them arising out of their office and the University obtaining such insurance and paying the premiums;
- 4.2.3 Council Members and members of the University may be paid interest at a reasonable rate per annum not exceeding 2 per cent less than the published base lending rate of the [Allied Irish Bank] plc;

- 4.2.4 Council Members and members of the University may be paid a reasonable and proper rent for premises leased or let by them to the University;
- 4.2.5 The Vice-Chancellor, members of staff and examiners of the University who are Council Members may be paid all remuneration, fees and royalties to which they would be entitled if they were not Council Members provided always that no such person shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to the conditions of service of any such officer or servant of the University;
- 4.2.6 Payment may be made by the University to any company entitled thereto notwithstanding that a Council Member or member of the University may hold not more than one-hundredth part of the capital of such company and such Council Member or member shall not be found to account for any share of the profits he may receive in respect of such payment PROVIDED in each case that no Council Member shall be entitled to vote upon any resolution providing for or relating to his conditions of service as a member of the staff or examiner or any salary or fee or royalties payable to him.

5.

- 5.1 Subject to the provisions of this clause, the members may amend the provisions of this Memorandum with the prior written consent of the Privy Council Office .
- 5.2 No alteration or alterations shall be made to the provisions of the Memorandum or the University's Articles of Association which would:
  - 5.2.1 vary this clause;
  - 5.2.2 vary clause 3.4 without the consent of each College;
  - 5.2.3 have the effect that the University would cease to be a company to which section 30 of the Companies Act 1985 applies or cease to be a charity in law;
  - 5.2.4 dissolve the charity.

6. The liability of the members is limited.

7. Every member of the University 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 the contributories among themselves, such amount as may be required not exceeding one pound.

7.1 The members may by special resolution of all the members discontinue the University.

7.2 In the event of the discontinuance of the University the following provisions of this clause shall take effect:

- 7.2.1 the members shall be responsible for the winding up of the affairs of the University (including in particular the termination of contracts of employment of and all necessary consequential payments to persons employed for the purposes of the University) and for settling all liabilities lawfully incurred by the Council Members and the members shall to the extent that funds available from other sources are insufficient for the purpose provide the Council Members with any necessary funds out of the property of the University;
- 7.2.2 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 of the University 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 **Clause 4** hereof, such institution or institutions to be determined by the members of the University 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.

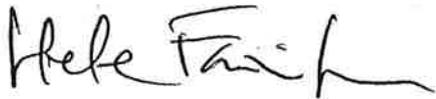
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum.

Names, Addresses and Descriptions of Subscribers

Name	Address	Position/Occupation	Signature
DR. BERNADETTE PORTER	10, RODWAY RD LONDON SW15. 5DS	RECTOR & CHIEF EXECUTIVE	
ANDREW M.V.D KENNEDY	19 WOOL ROAD WIMDLERON LONDON SW20 0HN	Solicitor	

DATED THIS [ 22 June 2004 ]

WITNESS to the above Signatures:-



[SIGNED]

[HELEN FAIRFOUL]

OCCUPATION

UNIVERSITY ADMINISTRATOR / CLERK TO COUNCIL

ADDRESS

61 TEDDINGTON PARK ROAD  
TEDDINGTON  
MIDDLESEX TW11 8NB

Company no. 5161359

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**of**

**ROEHAMPTON UNIVERSITY**

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1. **PRELIMINARY**

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. **INTERPRETATION**

In these Articles, unless the context otherwise requires:

“Academic Staff” means Teaching and Research Staff and persons appointed to any post or grade which may be determined by the Council on the advice of the Senate to be academic excluding Academic Support Staff;

“Academic Support Staff” means all persons employed by the University other than the Vice Chancellor, Principals of the Constituent Colleges and Teaching and Research Staff;

“the Act” means the Companies Act 1985, including any statutory modification or reenactment thereof for the time being in force;

“the appointing authority” means the Council 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 Auditors of the University;
“the Clerk”	means the Clerk to the Council appointed in accordance with Article 15.2;
“College Governing Body”	means the governing body or council of management of any Constituent College;
“College Principal”	means the principal for the time being of a Constituent College;
“the Constituent Colleges”	means Digby Stuart College, Froebel College, Southlands College and the Whitelands College;
“the Council”	means the board of directors of the University comprised of the Council Members as a body or a quorum as provided by these Articles;
“Council Member”	means a person duly appointed or elected to the Council as provided by these Articles, being a director of the University;
“the Council Members”	means all or more than one Council Member;
“the Education Acts”	means the Education Acts 1944 to 1996, the Education Reform Act 1988 and the Further and Higher Education Act 1992 including any statutory modification or re-enactment thereof for the time being in force;
“electronic communication”	means the same as in the Electronic Communications Act 2000;
“Independent Council Members”	means those Council Members appointed under Articles 4.1.2 and 4.1.3;
“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;
“Members”	means all or more than one Member;
“Month”	means calendar month;
“the Office”	means the Registered Office of the University;
“the President of the Students’ Union”	means the person duly elected for the time being by the Students’ Union for that purpose;
“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 Providing Body”	means in relation to each Constituent College, the company or body of trustees in which or in whom the freehold, or (where appropriate) the leasehold interest of the premises of the Constituent College is vested provided always that if the freehold or (where appropriate) the leasehold interest of the Constituent College is vested in the name of a custodian trustee then the Providing Body shall mean the body of managing trustees of the Constituent College;
“the Registers”	mean the Registers of Members and Directors of the University;
“Regulations”	means regulations, procedures and ordinances made from time to time by the Council pursuant to the powers in that behalf conferred upon it by these Articles;
“the Seal”	means the Common Seal of the University;
“the Secretary of State”	means the Secretary of State for Education 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 company secretary of the University who shall act as the company secretary to the University within the meaning of and for the purposes of the Act;
“the Senate”	means the Senate of the University or a quorum of the members of the Senate at a meeting of the Senate as provided by these Articles and the Regulations;
“the Senior Staff”	means the Vice-Chancellor, the Secretary and the holders of such other senior posts as the Council shall from time to time determine as provided by these Articles;
“the Staff”	means all persons employed by the University;
“Student” or “Students”	means a person or persons enrolled on a course of study at the University or a sabbatical officer of the Students’ Union;
“Students’ Union”	means the Students’ Union established pursuant to these Articles;
“the Teaching and Research Staff”	means (a) the persons employed by the University in a teaching or research capacity, and (b) any other person to whom the Council after consultation with the Senate shall resolve to grant the status of a member of the Teaching and Research Staff;
“the United Kingdom”	means Great Britain and Northern Ireland;
“Vice Chancellor”	means the Chief Executive of the University as provided by these Articles;
“University”	means the Roehampton University, being a company limited by guarantee and not having a share capital;
“in writing”	includes printing, lithography, typewriting, photography, facsimile, electronic communication (to

the extent lawful and valid) 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 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.

**Articles 4, 5 and 6** shall constitute the Instrument of Government and **Articles 3 and 7 to 26** shall constitute the Articles of Government as required under the Education Reform Act 1998.

### 3. **CONDUCT OF THE UNIVERSITY**

The University shall be conducted in accordance with the provisions of the 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 Council who may exercise all such powers of the University as are not by the Act or by these Articles required to be exercised by the University in General Meeting

### 4. **MEMBERSHIP OF THE COUNCIL**

The Council shall from time to time make Regulations and Procedures for the nomination, election, appointment and reappointment of Council Members and for the appointment and reappointment of the Chair and Vice-Chair.

- 4.1 Subject to the following sub-paragraphs of this **Article 4** the Council shall consist of the following persons:
- 4.1.1 the Vice Chancellor;
  - 4.1.2 seven Independent Council Members appointed by the Council one of whom shall have experience in the provision of higher education gained at another university;
  - 4.1.3 four Independent Council Members each being nominated by a separate College Governing Body and if such nomination is approved by the Council then appointed by the Council;
  - 4.1.4 four Council Members each being appointed by a separate College Governing Body;
  - 4.1.5 four Council Members each being appointed by a separate College Providing Body;
  - 4.1.6 one Council Member elected by the Academic Staff in accordance with Procedures approved by the Council;
  - 4.1.7 one Council Member elected by the Academic Support Staff in accordance with Procedures approved by the Council; and
  - 4.1.8 the President of the Students' Union for the time being.
- 4.2 In relation to the appointment of Independent Council Members:
- 4.2.1 the Independent Council Members of the Council shall be persons appearing to the Council to have experience of, and to have shown capacity in industrial, commercial or employment matters or the practice of any profession;
  - 4.2.2 no person who is employed by the University or any of the Constituent Colleges (whether or not as a teacher) or who is a student at the University or who is a member of a College Governing Body or who is an elected member of any Local Authority shall be eligible for appointment as an Independent Council Member;
  - 4.2.3 appointment of Independent Council Members (including those who are nominated by College Governing Bodies) shall be made by the Council acting in its absolute discretion having regard to the provisions of Articles

4.2.1 and 4.2.2 and in accordance with the procedures laid down under these Articles. No appointment of an Independent Council Member by the Council shall be made unless the appointment has been approved by a majority of the existing Independent Council Members holding office for the time being.

- 4.2.4 a College Governing Body may nominate a person for appointment under Article 4.1.3 within two months of a vacancy arising and the Council shall make a decision on such appointment within two months of the nomination being made. If the Council decides not to appoint such a nominee or the Council fails to make a decision on such a nominee within two months of a nomination being made by a College Governing Body then the College Governing Body may within two months of such decision or failure to make a decision nominate a further person for consideration by the Council. If the College Governing Body fails to nominate a person to such a vacancy within either two months of the vacancy arising or within two months of the Council refusing to appoint a nominee then the Independent Council Members for the time being shall make the appointment to the vacancy in which case all of the Independent Council Members holding office shall form a committee of Council for the purpose of making and approving the appointment. A College Governing Body and the Council shall as soon as practicable notify the other of any decision made under this Article.
- 4.2.5 if the Council fails to appoint to a vacancy for an Independent Council Member to be appointed in accordance with Article 4.1.2 within three months of the vacancy arising, the Independent Council Members for the time being shall make the appointment to the vacancy in which case all of the Independent Council Members holding office shall form a committee of Council for the purpose of making and approving the appointment.
- 4.2.6 in fulfilling Articles 4.2.4 and 4.2.5, the Council shall make provisions regarding the methods of notice being given and served under Article 4.2.4 and the committee of Council shall work according to the proceedings of the Council laid down under these Articles save that a decision of such committee shall be valid only if it is supported by a majority of the Independent Council Members. If there are no Independent Council Members in post when a vacancy or vacancies arise for filling under Articles 4.2.4 and 4.2.5 then the Council as a whole shall fill such vacancy or vacancies. The provisions of this article 4.2 shall apply notwithstanding any quorum requirements of Article 8.2.

- 4.3 In relation to the appointment of Council Members (other than Independent Council Members appointed in accordance with Articles 4.2.3 and 4.2.4), the Council shall be the appointing authority and the proceedings of the Council shall apply as laid down under these Articles.
- 4.4 No person shall be eligible for appointment as a Council Member if, on the date of the appointment taking effect, the person in question is under the age of eighteen.
- 4.5 Any person aged seventy or over shall (with the prior approval of the Council) be eligible to be appointed as a Council Member provided that (without prejudice to any other conditions to which his appointment as Council Member is subject) any Council Member who at the time of approval of appointment or at any time during the term of their office as a Council Member 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 Council Member taking effect, or (b) twelve months from his attaining the age of seventy; however a Council Member 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 Council Member subject to the foregoing conditions.
- 4.6 The person holding the office of Vice Chancellor shall remain a Council Member so long as such person shall hold the office of Vice Chancellor.
- 4.7 Council Members (other than those appointed pursuant to Articles 4.1.1 and 4.1.8) above shall hold office for an initial fixed term of three years and thereafter shall be eligible for re-appointment for one further term of three years subject to that person continuing to satisfy the conditions of eligibility for appointment as provided in these Articles.
- 4.8 A Council Member shall, ipso facto, cease to be a Council Member if he:
- 4.8.1 resigns his office as Council Member by notice in writing to the Council, 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 4.8**; or
  - 4.8.2 becomes a patient as defined in the Mental Health Act 1983; or
  - 4.8.3 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- 4.8.4 holds office as a Council Member 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 4.2.2**); or
- 4.8.5 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 317 of the Act and by **Article 12** below and the Council passes a resolution that by reason of such failure he should cease to be a Council Member; or
- 4.8.6 without the consent of the Council accepts any office or position of profit with the University unless such office is that of the Vice-Chancellor or a member of the Staff or an examiner; or
- 4.8.7 absents himself from attendance at meetings of the Council continuously for a period of twelve months without special leave of absence from the Council, and the Council passes a resolution that he has by reason of such absence vacated office; or
- 4.8.8 is unable or unfit to discharge the functions of a Council Member, and the Council passes a resolution that he is, by reason of being unable or unfit to discharge the functions of a Council Member, removed from office; or
- 4.8.9 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 trustee of a charity; or
- 4.8.10 is given notice in writing of his removal by resolution of the Council, provided that not less than three-quarters of the Council Members so resolve; or
- 4.8.11 is removed from office by resolution duly passed pursuant to Section 303 of the Act.

## 5. **REGISTERS OF MEMBERS AND DIRECTORS**

- 5.1 The Members shall be all the Council Members from time to time.
- 5.2 The Directors shall be all the Council Members from time to time.
- 5.3 No person shall hold office as, or act as, a Council Member until that person has agreed in writing to become a Member of the University and agrees to remain a

Member of the University for so long as he is a Council Member and his name has been entered in the Registers of Members and Directors.

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

## 6. **CHAIR AND VICE-CHAIR OF THE COUNCIL**

The Council shall, at its first meeting in each academic year, appoint Independent Council Members to be respectively Chair and Vice-Chair of the Council for the ensuing year. Unless they resign from or become ineligible to hold such office or are removed from such office by resolution of the Council or otherwise cease to be Council Members as a result of the operation of **Article 4.9** the Chair and Vice-Chair shall be deemed to continue in office until their successors are appointed. The Council 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-Chair of the Council shall not be eligible for reappointment after six years.

## 7. **POWERS AND DUTIES OF THE COUNCIL**

Without prejudice to **Article 3** the Council shall be responsible, inter alia, for the following:

- 7.1.1 the determination of the educational character and objectives of the University and for the supervision of its activities;
- 7.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- 7.1.3 to approve development plans and formulate policy;
- 7.1.4 approving annual estimates of income and expenditure;
- 7.1.5 the determination of membership of the Senior Staff, save that the Vice Chancellor and the Secretary shall always be a member of the Senior Staff;
- 7.1.6 the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Senior Staff;

- 7.1.7 the determination of the policy for pay and general conditions of employment of the Staff who are not Senior Staff; and
- 7.1.8 the appointment of auditors.
- 7.2 The Council 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.
- 7.3 The Council shall establish a Committee or Committees with terms of reference provided by Regulations to determine or advise on such matters as the Council may remit to them. The membership of such Committee or Committees shall consist of such Council Members and others as the Council shall determine.
- 7.4 Without prejudice to Article 7.3 the Council shall establish Committees, with terms of reference provided by Regulations, 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 Council Members.
- 7.5 Committees of the Council may only establish sub-committees subject to the approval of the Council.
- 7.6 The Council may from time to time establish and maintain a body to be known as the Court of the University which shall be comprised of such persons as the Council may determine. The function of the Court shall be to advance the interests of the University. The Court shall have no powers or rights over or in respect of the University and shall be regulated in all matters as determined by the Council.
- 7.7 The Council may, subject to these Articles and the Regulations, delegate to any Committee of the Council, Senate or to the Chair or Vice-Chair of the Council or to the Chair or Vice-Chair of any committee of the Council 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 the Council shall not be empowered or competent to so delegate all or any of its powers or duties in connection with:
- 7.7.1 the determination of the educational character and objectives of the University; or

- 7.7.2 the approval of the annual estimates of income and expenditure of the University; or
  - 7.7.3 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 25.3** or
  - 7.7.4 the recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them; or
  - 7.7.5 the approval, revoking, amendment or variation of the Regulations or any of them.
  - 7.7.6 the appointment of the Vice-Chancellor and the dismissal of the Vice-Chancellor and/or other members of the Senior Staff; or
  - 7.7.7 the termination of the membership of any Council Member; or
  - 7.7.8 any act or thing which under or by virtue of any provision of the Act is required to be done by the Vice-Chancellor or the Council.
- 7.8 The Council shall not delegate to any person who is not a Council Member or to any body or committee that does not consist of a majority of Council Members:
- 7.8.1 the appraisal, discipline or suspension of the Vice-Chancellor; or
  - 7.8.2 the authorisation of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Council 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.

## 8. **PROCEEDINGS OF THE COUNCIL**

- 8.1 The Council may meet together for the dispatch 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 Council Members, shall summon a meeting of the Council by giving to him personally or by word of mouth or by sending a notice thereof by post, fax or electronic communication to every Council Member at his usual residential address or other address nominated by the Council Member and notified to the Clerk of the Council so that in the ordinary

course of the post such notice would be received not less than fourteen clear days before the day for which the meeting is summoned except where the Chair or in his absence the 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. It shall not be necessary to give notice of a meeting of the Council to any Council Member for the time being absent from the United Kingdom.

- 8.2 The quorum for meetings of the Council shall be twelve Council Members of whom not less than six shall be Independent Council Members. No business shall be transacted at any meeting of the Council unless a quorum is present save that notwithstanding that no quorum is present the Council Members 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 8** summon a new meeting, save that any business conducted when a quorum was present shall stand. All or any Council Members may participate in a meeting of the Council or committee of the Council by means of a conference telephone or communication equipment which allows all persons participating in the meeting to hear each other. A person so participating 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.
- 8.3 The Chair shall preside at every meeting of the Council or if he shall not be present or is unwilling to act the Vice-Chair shall if present and willing to act preside, failing which the Independent Council Members present shall elect one of their number to be Chair of the meeting, failing which the Council Members present shall elect one of their number not being a member of the Staff or a Student to be Chair of the meeting.
- 8.4 The Council Members may act as the Council notwithstanding any vacancy in their body.
- 8.5 All acts done by any meeting of the Council or of a Committee of the Council or by any person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council Member 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 Council Member.

- 8.6 Without prejudice to the quorum provisions contained in **Article 8.2** above, in the event that a meeting is quorate but less than half of the Council Members present and constituting the quorum are Independent Council Members, those Council Members present and being counted in the quorum who are Independent Council Members 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 Council, 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.
- 8.7 Questions arising at a meeting shall (subject always to **Article 8.6** above) be determined by a majority of votes of the Council Members present and voting and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 8.8 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council 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 Council Members or the said members of such Committee), or a resolution to which every such Council Member 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 Council or of such Committee (as the case may be) duly called and constituted.
- 8.9 Any resolution of the Council may be rescinded or varied at any subsequent meeting of the Council 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.
- 8.10 Council Members shall not be bound in their speaking and voting at meetings of the Council by instructions given to them by other persons or bodies.

## 9. **GENERAL MEETINGS**

- 9.1 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 Council shall determine.

9.2 All General Meetings of the University other than Annual General Meetings shall be called Extraordinary General Meetings.

9.3 The Council 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 368 of the Act.

## 10. **NOTICE OF GENERAL MEETINGS**

10.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing, and a meeting of the University other than an Annual General Meeting or other than a meeting for the passing of a Special Resolution 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:

10.1.1 in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

10.1.2 in the case of any other meeting, 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 95 per cent of all the Members.

10.2 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.

10.3 A notice may be given by the University to any Member 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 Council 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 or if lawful by electronic communication or facsimile transmission to an e-mail address or fax number supplied by the 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 if sent by electronic communication or by fax then the notice shall be deemed to be served at the time of the transmission.

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

10.4.1 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;

10.4.2 the Auditors for the time being of the University.

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

## 11. **PROCEEDINGS AT GENERAL MEETINGS**

11.1 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 Council and the Auditors and the appointment of, and the fixing of the remuneration, if any, of the Auditors.

11.2 Save as herein otherwise provided, the quorum at any General Meeting shall be twelve Members of which not less than six shall be Independent Council Members.

11.3 If within an hour from the time appointed for a meeting a quorum is not present, the meeting shall be cancelled and the Secretary shall by notice in accordance with **Article 10** summon a new meeting.

11.4 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.

- 11.5 The Chair of the Council 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, the Vice-Chair, if any, of the Council shall if present and willing to act preside, failing which the Independent Council Members present shall elect one of their number to be Chair of the General Meeting, failing which the Council Members present shall elect one of their number not being a member of the Staff or a Student to be Chair of the meeting.
- 11.6 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 10**.
- 11.7 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 or by oral assent 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.
- 11.8 In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.
- 11.9 Subject to the provisions of the Act a resolution in writing signed by all the 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 every such Member has signified his approval in writing or by electronic communication, shall be as valid and effective as if it had been passed at a General Meeting of the University duly called and constituted.
- 11.10 Subject to the provisions of **Article 11.10**, 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 8.2 and 11.7**.

## 12. **INTERESTS OF COUNCIL MEMBERS**

- 12.1 A Council Member 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 Council against liabilities are being discussed. If necessary, the Chair or in his absence the Vice-Chair shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the Chair or Vice-Chair's interests are to be considered and the other one of them is absent, a Chair or Vice-Chair of a Committee of the Council shall determine the matter.
- 12.2 For the purpose of this and the preceding Article a Council Member shall be deemed not to be interested in any contract or arrangement or any matter arising therein if his interest therein arises solely by virtue of that Council Member 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.
- 12.3 Council Members shall withdraw from the meeting room if there is discussion of any matter which directly concerns their own individual position. Staff and Student Council Members, 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 Council Members 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.
- 12.4 There shall be a Register of Council Members' Interests maintained by the Clerk. The Council shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Council Member, any member of Staff, any Student or any member of the public.
- 12.5 The Council Members may be repaid by the University traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or any General Meetings of the University or in rendering any other service in their capacity as Council Members, but shall not be entitled to any remuneration for their services as Council Members.

## 13. **VICE-CHANCELLOR**

- 13.1 The Council shall appoint a Chief Executive of the University, upon such terms and conditions of employment as it shall think fit, who shall be called a Vice-Chancellor or such other designation as the Council shall think fit.
- 13.2 Upon the occurrence of a vacancy or expected vacancy in the office of the Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally.
- 13.3 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 Council 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
- 13.4 Without prejudice to any terms or conditions attached to the appointment of the Vice-Chancellor from time to time pursuant to **Article 13** above and to any other duties and responsibilities of the Vice-Chancellor, the Vice-Chancellor shall be responsible to the Council:
- 13.4.1 for making proposals to the Council about the educational character and objectives of the University and for implementing the decisions of the Council in this respect;
  - 13.4.2 for the organisation, direction and management of the University and leadership of the Staff;
  - 13.4.3 for the assignment of the duties of Senior Staff other than the Vice-Chancellor;
  - 13.4.4 for the appointment, appraisal, grading, assignment, discipline, suspension and dismissal, and appeals thereon, of members of the Staff other than the Senior Staff;
  - 13.4.5 for the determination (within the policy set by the Council) of the pay and conditions of employment of the Staff other than the Senior Staff;
  - 13.4.6 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 Senate on matters relating to the quality and academic standards, curriculum content, operation and delivery of courses and other matters referred to in **Article 21.2.1**;
  - 13.4.7 for preparing annual estimates of income and expenditure for consideration by the Council and for the management of resources within the estimates

approved by the Council and for the allocation and the effective and efficient use of resources; and

13.4.8 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.

13.5 The Vice-Chancellor may delegate the exercise of any or all of the powers or duties listed in **Article 13.6** or delegated to him under **Article 7.7** except where these Articles, or the Regulations specifically prohibit such delegation. In respect of **Article 13.4.4**, the Vice-Chancellor may delegate the dismissal of Staff other than Senior Staff in accordance with the Regulations.

#### 14. **CHANCELLOR**

The Council may appoint a Chancellor to the University who shall represent the University from time to time, for such terms of office as the Council shall determine in its Regulations. He shall not be a Council Member 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.

#### 15. **THE SECRETARY**

15.1 The Council shall appoint the Secretary of the University and may suspend or remove such person from that appointment. If required, the Council may from time to time appoint an assistant Secretary or Secretaries to act in the absence of the Secretary and may suspend or remove such person or persons from that appointment.

15.2 The Council shall also appoint a person to act as Clerk to the Council who may or may not be the same person as acts as Secretary. The terms of the appointment of the Clerk shall be settled by the Council.

15.3 A Provision of the Act or the Articles requiring or authorising a thing to be done by or to a Council Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in place of, the Secretary.

#### 16. **THE APPOINTMENT AND PROMOTION OF STAFF**

16.1 Each member of staff shall serve under a contract of employment with the University.

- 16.2 Subject to the provisions of these Articles and the Regulations the Vice-Chancellor shall have the power to appoint, assign promote, grade, appraise, suspend, dismiss, and hear appeals thereon (save in respect of appeals relating to dismissals decided by the Vice-Chancellor), the Staff of the University within the framework set by the Council.
- 16.3 The terms and conditions of appointment and all matters relating to the employment of the Senior Staff shall be determined by the Council.
- 16.4 The policy for pay and the general terms and conditions of appointment and all matters relating to the employment of all members of the Staff shall be determined by the Council.
- 16.5 The Council shall establish general principles in the Regulations governing the way in which the Vice-Chancellor may exercise his powers of appointment, promotion and dismissal. The Regulations may contain different provisions for different categories of Staff.

17. **CONDUCT OF STAFF**

- 17.1 After consultation with the recognised representatives of the Staff, the Council shall make Regulations governing the conduct of Staff and the discipline of Staff for occasions of misconduct.
- 17.2 The Council 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.

18. **SUSPENSION OF STAFF**

18.1 Senior Staff

The Chair of the Council or in the absence of the Chair, the Vice Chair may suspend members of the Senior Staff pending investigation of an allegation of serious misconduct or other good or urgent cause for a period not exceeding three weeks. Any such suspension shall be reported to the Council within two days or as soon thereafter as is practicable.

18.2 Staff other than Senior Staff

The Vice-Chancellor or his nominee who shall be a senior member of staff as designated under Regulations may suspend with pay any member of the Staff (other than Senior Staff) pending investigation of serious misconduct or other good or urgent cause for a period not exceeding three weeks.

### 18.3 All Staff

18.3.1 Any person who is suspended from duty under **Article 18.1** or **Article 18.2** above shall be entitled to receive from the Vice Chancellor or his nominee or in the case of Senior Staff from the Chair or Vice Chair notification in writing of the suspension and the grounds on which the decision to suspend has been taken.

18.3.2 After consultation with the recognised representatives of the Staff, the Council 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:

18.3.2.1 the means by which the period of suspension may be extended beyond three weeks

18.3.2.2 the entitlement of any suspended person to appeal against an extension of the suspension beyond that initial period, without the making of 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 19.1** or under notice from the Vice-Chancellor of dismissal under **Article 19.2.1**;

18.3.2.3 the hearing of the appeal at the earliest practicable date.

## 19. **DISMISSAL OF STAFF**

### 19.1 Senior Staff

19.1.1 If the Chair of the Council, or in his absence the Vice Chair, or a majority of the members of the Council, consider that it may be appropriate for the Council to dismiss a member of the Senior Staff, the Chair, Vice Chair or the Council as appropriate shall refer the matter to a Special Committee of the Council, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal, and to make a decision. The Special Committee shall report its decision to the Council.

- 19.1.2 The Special Committee shall consist of three members of the Council who shall not have been involved in the decision to refer to the Special Committee. The Chair of the Council and the Vice Chair shall not be eligible for membership of the Special Committee. No member who is a member of the Special Committee assembled under Article 19.1.1 shall participate in the proceedings of the Council under Article 19.1.6 and 19.1.7 hereof except for the purpose of giving evidence on request.
- 19.1.3 The Council shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 19.1.1 to 19.1.2.
- 19.1.4 The Special Committee shall prepare a written report for the Council, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and the reasons for the Committee's decision.
- 19.1.5 The person concerned shall have the right to make representations to the Special Committee, including oral representations for which purpose he may be accompanied and represented by a colleague or staff representative.
- 19.1.6 The person concerned shall have the right of appeal to the Council including oral representation for which purpose he may be accompanied and represented by a colleague or staff representative.
- 19.1.7 Any appeal shall be heard by the Council, normally chaired by the Chair, but excluding any member of the Council who has been a member of the Special Committee.
- 19.1.8 The decision of the Council shall be final and binding.

## 19.2 Staff other than Senior Staff

- 19.2.1 The Vice-Chancellor or his nominee who must be a senior member of staff as designated under Regulations, to whom the Vice-Chancellor has delegated the exercise of this power under **Article 13.5**, may dismiss any member of Staff other than Senior Staff, subject to any general provisions set out in the Regulations and, if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- 19.2.2 If the Vice-Chancellor or his nominee who must be a senior member of staff as designated under Regulations, decides that the circumstances are such

that he is entitled so to dismiss by virtue of the conduct of that member of staff that dismissal may take immediate effect without any need for prior notice.

19.2.3 Where the Vice-Chancellor, or his nominee who must be a senior member of staff as designated under Regulations, proposes to dismiss a member of Staff other than as provided in **Article 19.2.1**, 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 Vice-Chancellor or his nominee, as the case may be (including oral representations for which purpose he may be accompanied) before any decision to dismiss is taken.

19.2.4 Where a member of Staff has been dismissed under **Article 19.2.1** above or a decision to dismiss has been taken under **Article 19.2.2** above, the member of Staff concerned may appeal against the dismissal, or decision to dismiss, where the decision has been taken by the Vice-Chancellor, to a committee duly constituted for this purpose by the Council, consisting of not less than three Council Members, excluding Staff and Students, or to the Vice Chancellor or his nominee who must be a senior member of staff as designated under Regulations not previously involved in the dismissal. The decision of the committee or Vice-Chancellor or his nominee shall be final. A report shall be made to the Council. In the case of an appeal against the decision to dismiss, the dismissal shall not take place until the appeal has been determined.

19.2.5 Regulations for the dismissal of Staff by the Vice-Chancellor or his nominee who must be a senior member of the staff as designated under Regulations, and the consideration of appeals against dismissals governing the Procedures in **Articles 19.2.1, 19.2.2, 19.2.3 and 19.2.4** and the rights of the member of Staff concerned therein, shall be made by the Council after consultation with recognised representatives of the Staff. The Regulations shall include rights of representation.

## 20. **STAFF GRIEVANCES**

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

## 21. **THE SENATE**

- 21.1 The Council shall establish a Senate comprising the Vice-Chancellor and such of the members of the Staff and Students as are determined by Regulations . The Vice-Chancellor shall chair the Senate and may appoint a Vice-Chair from among 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.
- 21.2 Subject to the provisions of these Articles and to the overall responsibilities of the Council and of the Vice-Chancellor, the Senate shall have powers and responsibilities for the following matters (having regard at all times to the educational character and objectives of the University as determined by the Council):
- 21.2.1 to make recommendations to the Council concerning academic policy and development and in particular about the introduction and closure of academic programmes and the provision thereof;
  - 21.2.2 to make recommendations to the Council concerning academic staff development and deployment within the University;
  - 21.2.3 to establish policy governing the admission of students and to advise the Council regarding the arrangement thereof;
  - 21.2.4 to make recommendations to the Council concerning the arrangements for the suspension and expulsion of students on academic grounds;
  - 21.2.5 to establish policy governing the content, teaching and timetabling of the University including the provision and supervision of professional training and to approve arrangements thereof;
  - 21.2.6 to consult with professional validating bodies of academic programmes provided within the University;
  - 21.2.7 to establish policy regarding examinations and other methods of assessment and to approve arrangements therefor;
  - 21.2.8 to promote research and scholarship in the University;
  - 21.2.9 to report any other matters to the Council which it considers appropriate;
  - 21.2.10 to recommend to the Council which posts or grades shall be academic for the purpose of the definition of “Academic Staff”;

21.2.11 the Senate may from time to time make Regulations governing the proceedings of the Senate. The Senate may amend, add to or replace any Regulations made by it;

21.2.12 the Senate may delegate its powers and functions to such boards and committees as it may establish;

21.2.13 the Senate shall establish programme boards and shall make regulations associated therewith. The Senate shall appoint external examiners within its jurisdiction.

## 22. **STUDENTS' UNION**

22.1 The Council shall make arrangements for the establishment of a Students' Union which shall be an independent body representing the Students and 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 Council. In addition persons not being Students may be admitted to full or 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 Council before taking effect. The Council shall take such steps as are reasonably practicable to secure that the constitution is reviewed every five years.

22.2 The constitution of the Students' Union shall provide for the appointment of a President of the Students' Union and shall provide for such other officers and for such councils, committees and other organisations as the Students' Union shall think fit.

22.3 The Students' Union shall present audited accounts annually to the Council within six months after the close of each accounting period. The Council shall take such steps as are reasonably practicable to secure that appropriate arrangements exist for, on behalf of the Council, the approval of the budget and monitoring of expenditure.

22.4 The Students' Union shall have the right on matters of proper concern to the Students to make representations to the Vice-Chancellor.

22.5 The Council 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 a Procedure for hearing Student complaints.

23. **CONDUCT OF STUDENTS**

After consultation with the Senate and with representatives of the Students, the Council 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. The Council shall provide the right of Students to appeal to the Council or an appointed committee thereof against suspension and expulsion.

24. **PROVISION OF INFORMATION**

24.1 A copy of these Articles and of the Memorandum of Association and of the Regulations and Procedures shall be given to every Council Member and shall be available for inspection upon request to every member of the Staff and every Student or prospective Student or member of the public.

24.2 The Council shall cause records to be made in books provided for that purpose:

24.2.1 of all Regulations and Procedures made by the Council;

24.2.2 of all resolutions and proceedings at all meetings of the University and of the Council, and of Committees of the Council and Senate;

24.2.3 of all appointments of Council Members, the Vice-Chancellor, and Acting Vice-Chancellor,

24.2.4 Secretaries, Assistant Secretaries and the Clerks and of any other appointments made under **Article 7.1.5**;

24.2.5 of the names of the Council Members present at each meeting of the Council and of any Committee of the Council and Senate.

24.3 Every Council Member present at any meeting of the Council or any meeting of any Committee of the Council shall sign his name in a book to be kept for that purpose.

24.4 The agenda, papers and minutes for meetings of the Council and Committees of the Council (except in such cases where the Council or the Committee concerned or Senate deems that any document shall be kept confidential, for example on grounds that it treats matters which are commercially or legally sensitive or which relate to the affairs of named or identifiable individuals or to the relationship between the University and another party the interests of whom are to be safeguarded) shall be available for inspection upon request to every Council Member, member of the Staff

and every Student and the Council shall arrange for all practicable steps to be taken to maintain these documents as records.

## 25. **ACCOUNTS AND FINANCIAL PROCEDURES**

25.1 The Council shall cause proper books of account to be kept with respect to:

25.1.1 all sums of money received and expended by the University and the matters in respect of which the receipt and expenditure takes place; and

25.1.2 all sales and purchases by the University; and

25.1.3 the assets and liabilities of the University.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the University and to explain its transactions.

25.2 The books of account shall be kept at the Office of the University or, subject to the Act, at such other place or places as the Council think fit, and shall be open to the inspection of the Council Members and of such other persons as the Council may authorise.

25.3 The Council shall from time to time in accordance with the 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 referred to in the Act, these Articles or the Regulations.

25.4 A copy of every balance sheet (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.

25.5 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 Council shall from time to time by resolution determine.

26. **AUDITORS**

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

27. **ATTORNEYS**

The Council 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 Council 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.

28. **THE SEAL**

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

29. **REGULATIONS**

29.1 The Council 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.

29.2 Provided that:

29.2.1 no Regulation shall have effect if and to the extent that it is inconsistent with the Memorandum or Articles of Association of the University;

29.2.2 no Regulations concerning the matters in **Article 17.2** shall be made until the Senate has been given an opportunity to consider and report to the Council thereon and until any reports made by the Senate in response to that opportunity have been considered by the Council.

29.3 Save as provided in **paragraph 29.2.1** of this Article, every Regulation made by the Council 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 Council in like manner as they may be made.

30. **AMENDMENT OF ARTICLES**

Subject to the provisions of the Act and the condition contained in **Clause 5** of the Memorandum of Association, 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.