

THE COMPANIES ACTS, 1985 AND 1989

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

MEMORANDUM OF ASSOCIATION

OF

THE UNIVERSITY OF WESTMINSTER*

- * 1. The name of the Company (hereinafter called "the University") is the "The University of Westminster".
2. The registered office of the University will be situate in England.
- **3. The objects for which the University is established are:
 - (A) To establish carry on and conduct a university.
 - (B) To advance learning and knowledge in all their aspects and to provide industrial, commercial, professional and scientific education and training.
 - (C) To provide courses of education or technical study both full time and part time for students at all levels of and in all branches of education.
 - (D) To provide opportunities and facilities for research of any kind including the publication of results, papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (E) To provide for the recreational, social and spiritual needs of students of the university.

* The name of the Company was changed from "The Polytechnic of Central London" by a Special Resolution passed on 30 March 1993 with the consent of the Privy Council given 16 June 1992 pursuant to Section 77 of the Further and Higher Education Act 1992.

** The objects of the Company were altered by Special Resolutions passed on 4 July, 1995 and 17 July, 1995.

4. In furtherance of the above objects but not further or otherwise the University shall have the following powers:
- (1) To provide lecture class or examination rooms, offices, board lodging and attendance and all other necessities and conveniences for or to students and employees instructed or employed temporarily or otherwise by the University and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.
 - (2) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, for such consideration and on such terms as may be considered expedient.
 - (3) To build any building and to improve any building by constructing, reconstructing, pulling down, altering, adding to, enlarging, decorating, furnishing, fitting-up and maintaining the same and by planting, paving, draining or letting the same or building lease or building arrangement, and by advancing money to and entering into contract and arrangements of all kinds with builders, tenants and others.
 - (4) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies in furtherance of all or any of the objects and powers of the University contained in this memorandum.
 - (5) Subject to such consents as may be required by law to borrow or raise or secure the payment of money for the furtherance of the objects of the University in such manner and on such security as the University may think fit.
 - (6) 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.
 - (7) To invest the monies of the University not immediately required for its purposes in or upon such investments securities or property and in such manner as may be thought fit and to dispose of or vary any such investments or securities, subject nevertheless to such conditions (if any) and such consents as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (8) To found scholarships and exhibitions and to make grants, and to give prizes, and to give credits, certificates, diplomas and degrees in accordance with the powers conferred by Section 76 of the Further and Higher Education Act 1992 as applied to the University by the Power to Award Degrees etc.. (England and Wales) Order of Council 1992.
- (9) To make and publish bye-laws, rules and regulations for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such bye-laws rules and regulations as may from time to time be deemed expedient.
- (10) To undertake and carry out the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.
- (11) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance or any trust direction, discretion or other obligation or permission.
- (12) Subject to Clause 5 hereof to employ and engage the services of persons as are considered necessary for furthering the objects of the University.
- (13) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants.
- (14) 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 or any 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 company which is for the time being the University's wholly owned subsidiary.
- (15) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, notes or bonds and the entering of lease arrangements, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the University both present and future.
- (16) To lend or advance money or give credit to such persons and on such terms as may be thought fit.

- (17) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the University, or 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 partly in one way and partly in another and generally on such terms as may be considered expedient.
- (18) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trademarks, secret processes, know-how and inventions and any interest therein.
- (19) To pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or by any other securities which the University has power to issue or partly in one way and partly in another and generally on such terms as may be considered expedient.
- (20) To do all such other lawful things as are incidental or necessary to the attainment of the objects of the University or any of them provided that:
 - (i) 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 is allowed by law, having regard to such trusts;
 - (ii) The University shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the University would make it a trade union;
 - (iii) In case the University shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Court of Governors of the University shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Court of Governors have been if incorporation had not been effected, and the incorporation of the University shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Privy Council over such Court of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the University were not incorporated.

5. The income and property of the University shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Court of Governors, and except as hereinafter provided no member of the Court of Governors shall be appointed to any office of the University paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the University.

Nothing herein shall prevent the payment in good faith by the University:

- (a) of reasonable and proper remuneration to any employees or other persons engaged of or by the University (not being a member of the Court of Governors) for any services rendered to the University;
- (b) of interest on money lent by any member of the University at a reasonable and proper rate per annum not exceeding 2 per cent more than the published base lending rate of a clearing bank to be selected by the Court of Governors;
- (c) of reasonable and proper rent for premises demised or let by any member of the University;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which any member of the University may also be a member holding not more than 1/100th part of the capital of that Company;
- (e) to any member of the Court of Governors of reasonable out-of-pocket expenses; and
- (f) of reasonable and proper remuneration to any member of the University who is employed by the University as Rector, Deputy Rector, member of staff or examiner of the University provided always that no such member 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;
- (g) to provide indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company; Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

6. If and so long as the University is a registered charity no addition or alteration shall be made to this memorandum of association, unless the same shall have been previously submitted to and approved by the Charity Commissioners.
7. No alteration or alterations shall be made to or in the provisions of the memorandum or articles of association which would have the effect that the University would cease to be a company to which Section 30 of the Companies Act 1985 applies.
8. No addition, alteration or amendment shall be made to or in the provisions of the memorandum or articles of association for the time being in force, unless the same shall first have been the subject of consultation between the members of the University and the Privy Council and subsequently have been submitted to and approved by the Privy Council. The members of the University may change the name of the University with the consent of the Privy Council.
9. The liability of the members is limited.
10. 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.
11. 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 another body the objects of which are the promotion of charity and anything incidental or conducive thereto.

THE UNIVERSITY OF WESTMINSTER
ARTICLES OF ASSOCIATION

Interpretation

1.1 In these articles and the schedule hereto, unless the context otherwise requires, the following expressions shall have the meanings indicated in this paragraph:

- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- "the Articles" or "these Articles" means the articles of association of the company, together with the Schedule as each is for the time being in force. *
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- "executed" includes any mode of execution.
- "Secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.
- "the United Kingdom" means Great Britain and Northern Ireland.
- "Court of Governors" has the meaning set out in the Schedule and "Governor" shall be construed accordingly.
- "holders of senior posts" means the Rector, the Deputy Rector, the Secretary and the holders of such other senior posts as the Court of Governors may from time to time determine.
- "the University" means the University of Westminster which the company continues to conduct.
- "the Rector" means the Rector of the University.
- "the Deputy Rector" means the Deputy Rector of the University.
- "the Secretary of State" means the Secretary of State for Education.
- "the Schedule" means the schedule hereto.
- "the staff" means the teaching, general and all other staff in the employment of the University.

- "the Academic Council" means the Academic Council of the University of Westminster.
- "Students' Union" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the company.

1.2 Unless the context otherwise requires, words and expressions contained in the Articles bear the same meaning as in the Education Reform Act 1988 as amended by the Further and Higher Education Act 1992 but excluding any statutory modifications thereto not in force at the date of ordering these Articles by the Privy Council.

1.3 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

*The Articles of Association were amended by a Special Resolution passed on 12 July 2010 with the consent of the Privy Council given 19 October 2010 pursuant to section 129B of the Education Reform Act 1988 as amended.

The University

2.1 The University shall be conducted in accordance with the provisions set out in the Schedule.

2.2 The Court of Governors may, by resolution, change the name of the University, with the consent of the Privy Council.

Members

3.1 Any person who is for the time being a Governor shall be qualified to become a member of the company.

3.2 Any person may, after becoming qualified to become a member of the Company, signify by writing to the Secretary his desire to become such member and the Secretary shall thereupon enter the name of such person in the books of the company and upon such entry that person shall become a member accordingly.

3.3 Any member who shall cease to be a Governor shall ipso facto cease to be a member of the company and his or her name shall be removed from the register of members accordingly.

3.4 A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

General Meetings

- 4.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.2 The Court of Governors may, whenever it thinks fit, convene an extraordinary general meeting and an extraordinary general meeting shall be convened by the Court of Governors if requisitioned by members pursuant to the provisions of the Act.

Notice of General Meetings

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5.3 The notice shall be given to all the members and to the auditors.
6. 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 at that meeting.

Proceedings at General Meetings

7. No business shall be transacted at any meeting unless a quorum of members as would constitute a quorum of the Court of Governors as defined in the Schedule is present.
8. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the members may determine.
9. The Chairman of the Court of Governors or in his absence the Deputy Chairman shall preside as chairman of the meeting, but if neither the Chairman nor Deputy Chairman be present within fifteen minutes after the

time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman.

10. The chairman may, with the consent of a meeting at which a quorum is present (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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
11. Any person who shall have a pecuniary, family or other personal interest in any matter under discussion shall declare it and shall take no part in the consideration or determination of that matter, without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.
12. A resolution put to the vote of a meeting shall be decided on a show of hands. Every member present in person shall have one vote.
13. A declaration by the chairman that a resolution has 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
14. In the case of an equality of votes the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
15. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Accounts

16. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the Court of Governors or by ordinary resolution of the company.

Auditors

17. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

Winding Up

18. The provisions of Clause 11 of the Memorandum of Association relating to the winding up or dissolution of the University shall have effect and be observed as if the same were repeated in these Articles.

Notices

- 19.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing.
- 19.2 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the company.
- 19.3 A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 19.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Articles and Rules

- 20.1 A copy of these Articles and of all rules made pursuant hereto shall be given to every member of the Court of Governors, and shall be available in the administrative offices and Libraries of the University for inspection upon request by every member of staff and every student.
- 20.2 These Articles may be amended or replaced by resolutions of the Company either with the approval of or as required by the Privy Council, after consultation with the Company, in accordance with the Education Reform Act 1988 as amended by the Further and Higher Education Act 1992.
- 20.3 These Articles shall come into operation on 25 May 1994.

The Schedule before referred to:

Instrument and Articles of Government of the University

Conduct of the University

1. The University shall be conducted in accordance with the Education Reform Act 1988 as amended by the Further and Higher Education Act 1992, any relevant Regulations, Orders or Directions made by the Secretary of State or the Privy Council and, subject thereto, in accordance with the provisions of this Schedule and any rules made in pursuance thereto.

Constitution of the Court of Governors

- 2.1 The University shall be governed in accordance with the Articles by the Court of Governors which shall consist of the following members:

ex officio

The Rector
The Deputy Rector

unless they choose not to be members

appointed members

Not less than eleven and not more than twenty-three members appointed in accordance with the following provisions:

- (a) up to thirteen shall be independent members;
 - (b) up to two may be teachers at the University nominated by the Academic Council and up to two may be students of the University nominated by the students thereof; and
 - (c) at least one and not more than nine shall be co-opted members nominated by the members of the Court of Governors who are not co-opted members.
- 2.2 Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.
- 2.3 Co-opted members shall have experience in the provision of education.
- 2.4 A person other than a person appointed in pursuance of sub-paragraph 2.1(b) above who is:
- employed at the University (whether or not as a teacher),
 - a full-time student at the University, or
 - an elected member of any local authority,
- is not eligible for appointment as a member of the Court of Governors otherwise than as a co-opted member.
- 2.5 For the purposes of paragraphs 2.1(b) and 2.4 above, a person who is not for the time being enrolled and registered as a student at the University shall be treated as such a student during any period when he or she has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him or her in the Students' Union.
- 2.6 It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Court of Governors of any description or category.

- 2.7 The Court of Governors shall make a determination with respect to their membership numbers.
- 2.8 Such a determination shall fix the number of members of each variable category of which the Court of Governors are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 2.1 above.
- 2.9 In making such a determination, the Court of Governors shall secure that at least half of all the members of the Court of Governors, when constituted in accordance with the determination, will be independent members.
- 2.10 Such a determination shall not have effect as to terminate the appointment of any person who is a member of the Court of Governors when it takes effect.
- 2.11 Such a determination may be varied by a subsequent determination.
- 2.12.1 A Governor shall cease to be a Governor if:
- (a) he/she ceases to be a Governor by virtue of any provision of the Act or he/she becomes prohibited by law from being a Governor; or
 - (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (c) he/she is, or may be, suffering from mental disorder and either:
 - (i) he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
 - (d) he/she resigns by notice to the company; or
 - (e) his or her term of office expires or, if earlier, he/she ceases to be eligible under the relevant category in paragraph 2.1 above to hold that office.
- 2.12.2 If, at any time, the Court of Governors is satisfied that any member thereof:
- (a) has been absent from meetings of the Court of Governors for a period longer than twelve consecutive months without the permission of the Court of Governors; or
 - (b) is unable or unfit to discharge the functions of a Governor,
- the Court of Governors may, by notice in writing, to that member remove him or her from office; and thereupon the office shall become vacant.

- 2.13 The Court of Governors are the appointing authority in relation to the appointment of any member of the Court of Governors other than an independent member.
- 2.14 Where an appointment of an additional independent member of the Court of Governors falls to be made in consequence of a determination in accordance with paragraphs 2.7 to 2.11 above, the appointing authority in relation to the appointment:
- (a) shall be the Court of Governors if the appointment is made within the period of three months beginning with the date of the determination; or
 - (b) if the appointment is not made within that period, shall be the current independent members of the Court of Governors.
- 2.15 Where a vacancy in the office of an independent member of the Court of Governors arises on any existing independent member ceasing to hold office on the expiry of his term of office:
- (a) his successor shall not be appointed more than six months before the expiry of that term; and
 - (b) the appointing authority in relation to the appointment of his successor:
 - (i) shall be the Court of Governors if the appointment is made not less than three months before the expiry of that term; or
 - (ii) if the appointment is not so made, shall be the current independent members of the Court of Governors.
- 2.16 Where a vacancy in the office of an independent member of the Court of Governors arises on the death of any such member or on any such member ceasing to hold office in accordance with the Articles, the appointing authority in relation to the appointment of his successor:
- (a) shall be the Court of Governors if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be); or
 - (b) if the appointment is not made within that period, shall be the current independent members of the Court of Governors.
- 2.17 In any event, no appointment of an independent member of the Court of Governors by the Court of Governors in accordance with sub-paragraph 2.14(a), 2.15(b)(i), 2.16(a) shall be made unless the appointment has been approved by a majority of the then current independent members of the Court of Governors.
- 2.18 If the number of independent members of the Court of Governors falls below the number needed in accordance with the Articles for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of independent members as is required for a quorum.
- 2.19 The Court of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 2.1. Such members shall

hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office, be eligible for reappointment.

- 2.20.1 Subject to the following provisions of paragraph 2.20 a person is not eligible for appointment as a member of the Court of Governors at any time when he or she is under the age of eighteen or over the age of seventy.
- 2.20.2 A person over the age of seventy shall not thereby be ineligible for appointment as a member of the Court of Governors where the Court of Governors has determined to make the appointment by a vote representing an absolute majority of all its members, whether or not taking part in the vote.
- 2.21 A member of the Court of Governors may at any time by notice in writing to the Secretary of the company resign his/her office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.
- 2.22 Where a member of the Court of Governors appointed as an Academic Council nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Court of Governors, ceases before the end of his/her period of office to be a member of staff or a student of the University, as the case may be, his/her office shall thereupon become vacant.
- 2.23 The members of the Court of Governors shall elect a Chairman from among their number. The Chairman shall hold office for such period as the Court of Governors may determine. A member of the Court of Governors who is employed by the University or a student at the University shall not be eligible for election as Chairman of the Court of Governors.
- 2.24 The members of the Court of Governors shall elect one or more Deputy Chairmen from among their number. The Deputy Chairmen shall hold office for three years and shall be eligible for re-election. A member of the Court of Governors who is employed by the University or a student at the University shall not be eligible for election as a Deputy Chairman of the Court of Governors. In the absence of the Chairman for any reason whatever a Deputy Chairman shall take the chair at a meeting of the Court of Governors and shall exercise all the functions and duties of the Chairman.
- 2.25 The members of the Court of Governors may appoint from among their members additional officers.

Responsibilities, Powers and Duties of the Court of Governors

Responsibilities

- 3.1 The Court of Governors shall be responsible for:
- (a) the appointment of the appointed members referred to in paragraph 2.1 above;

- (b) the determination of the educational character and mission of the University and the overseeing of its activities;
- (c) the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets;
- (d) the consideration and, if thought fit, approval of the annual estimates of income and expenditure prepared by the Rector;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Rector, the Deputy Rector, and the holders of such other senior posts as the Court of Governors may determine; and
- (f) the establishment of a framework for the pay and conditions of service of other staff.

Powers

3.2 The Court of Governors shall have power:

- (a) subject to the provisions of paragraph 3.4, to delegate any of its powers to any committee consisting of one or more members including, without limitation, to the Chairman of the Court of Governors or the Rector. Subject as aforesaid, it may also delegate to any member of the staff of the University such of its powers as it considers desirable to be exercised by him or her. Any such delegation may be made upon such terms and subject to such conditions as the Court of Governors may impose and, save in the case of committees of independent members formed pursuant to the provisions of paragraph (2.15) or (2.16), may be revoked or altered;
- (b) to establish a committee for any purpose. The number of members of a committee, the terms on which they are to hold or vacate office and the rules of conduct of each committee shall, subject to the provisions of paragraph 10, be determined by the Court of Governors. A committee may include persons who are not members of the Court of Governors, provided that a committee established to determine or advise on policy on employment or finance may include the Rector and/or the Deputy Rector but shall otherwise be drawn from the members of the Court of Governors other than staff or students of the University;
- (c) to appoint, by power of attorney or otherwise, any person to be the agent of the company for such purposes and on such conditions as it may determine, including authority for the agent to delegate all or any of his/her powers; and
- (d) to pay to its members such travelling, subsistence or other allowances as it may determine.

Duties

3.3 It shall be the duty of the Court of Governors:

- (a) to keep true records of the income and expenditure of the University;
- (b) to appoint external auditors, and to conduct such other audit work (if any) as may from time to time be required;
- (c) to appoint an Audit Committee and make rules for its conduct;
- (d) to appoint a Registrar and Clerk to be the Clerk to the Court of Governors;
- (e) to establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Court of Governors may remit to them;
- (f) after consultation with representatives of the staff, and with due regard to its obligation to ensure that academic 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 job or any privileges they may have at the University, to make Rules relating to:
 - (i) the conduct of staff;
 - (ii) procedures for affording to members of staff the opportunity to seek redress of any grievance relating to their employment;
 - (iii) the suspension or dismissal of members of staff;
 - (iv) appeal against such suspension or dismissal; and
- (g) to determine the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Higher Education Funding Council (England)); and
- (h) to make such Rules in regard to the government and conduct of the University as may be required by these Articles or as it may deem to be desirable and consistent therewith.

3.4 The Court of Governors shall not delegate any of the following duties:

- (a) the determination of the educational character and mission of the University;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the ensuring of the solvency of the University and the safeguarding of its assets;
- (d) the appointment or dismissal of the Rector, the Deputy Rector and the holders of such other senior posts as the Court of Governors may determine.

Meetings of the Court of Governors

- 4.1 There shall be held in every year at least three meetings of the Court of Governors, at such place and time as may be determined by the Court of Governors.
- 4.2 Upon the written requisition of the Chairman of the Court of Governors or of not fewer than five members of the Court of Governors the Clerk to the Court of Governors shall convene a Special Meeting. Such requisition shall specify the business to be transacted at the Special Meeting and the Clerk to the Court of Governors shall within seven days after receipt by him or her of such requisition convene a Special Meeting to be held within twenty eight days of the date of the notice convening the meeting, and the notice shall specify the business to be transacted at the Special Meeting. No business shall be transacted at any Special Meeting other than that specified in the relevant notice and any business incidental thereto.
- 4.3 The quorum for all meetings of the Court of Governors and a Special Meeting shall be ten members of whom six shall be independent members. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this paragraph 4.3.
- 4.4 Subject to these Articles, the Court of Governors may regulate their proceedings as they think fit.

Minutes

5. The Court of Governors shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments of officers made by the Court of Governors; and
 - (b) of all proceedings at meetings of the company, of the Court of Governors and of committees of the Court of Governors, including the names of the persons present at each meeting.

Seal

6. The Court of Governors shall provide a seal which shall be kept under such custody and control as the Court of Governors shall from time to time determine. The seal shall only be used by the authority of the Court of Governors or of a committee of Governors authorised by the Court of Governors. The Court of Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and the Secretary or by a second Governor.

Constitution of the Academic Council

7. There shall be an Academic Council of not more than thirty members, comprising the Rector (who shall be Chairman) and such other numbers of staff and students as may from time to time be approved by the Court of Governors. The Rector may nominate a Deputy Chairman from among the members of the Academic Council to take the Chair in his or her place. The period of appointment of members and the arrangements for selection and election shall be subject to the approval of the Court of Governors. The majority of members of the Academic Council shall comprise members of the staff holding the post of Head of School or a post senior thereto.

Responsibilities of the Academic Council

- 8.1 Subject to the provisions of these Articles, to the overall responsibility of the Court of Governors, and to the responsibilities of the Rector, the Academic Council shall be responsible for:
- (a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external Examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the exclusion of students for academic reasons;
 - (b) consideration of the development of the academic activities of the University and the resources needed to support them, and the provision of advice thereon to the Rector and to the Court of Governors; and
 - (c) provision of advice on such other matters as the Court of Governors or the Rector may refer to the Academic Council.
- 8.2 Subject to the prior approval of the Rector and of the Court of Governors, the Academic Council shall appoint such committees as it considers necessary for the conduct of the University.

Meetings of the Academic Council

- 9.1 There shall be held in every year at least three meetings of the Academic Council.
- 9.2 Subject to the prior approval of the Court of Governors and paragraph 10 below, the Academic Council shall make such rules and regulate its proceedings and the conduct of its meetings as it shall think fit.

Procedures at Meetings

- 10.1 Paragraphs 10.2 to 10.8 below apply to meetings of the Court of Governors, the Academic Council and any committee of either body.

- 10.2 Members shall whenever practicable be given notice of not less than two weeks of a meeting and receive the agenda not less than one week before the date of the meeting.
- 10.3 Agenda and minutes of the meetings shall be available in the office of the secretary to the relevant body, and in the libraries and the central administrative offices of the University for inspection by any member of staff or student of the University, except in as far as any or all of the proceedings shall have been deemed to be confidential.
- 10.4 Where a named member of staff or a prospective member of staff, or a named student, is to be considered, the chairman shall, if appropriate, ask staff or student members to withdraw: they shall receive neither the agenda for, nor any subsequent record of, the relevant portion of the business.
- 10.5 The validity of any proceedings shall not be affected by a vacancy among the members thereof or by any defect in the appointment or nomination of a member.
- 10.6 Questions arising at a meeting shall be decided by a majority of votes, subject to the right of deferral referred to in paragraph 4.3 above. In the event of an equality of votes at any meeting the chairman shall have a second and casting vote.
- 10.7 Members of the Court of Governors and of the Academic Council or of a committee of either body shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, nor shall any member or other person be entitled to vote on behalf of another member who is absent for any reason from a meeting of the Court of Governors or of the Academic Council.
- 10.8 Any person who shall have a pecuniary, family or other personal interest in any matter under discussion shall declare it and shall take no part in the consideration or determination of that matter, without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion except that this shall not prevent the Court of Governors from considering and voting upon proposals for the University to insure the members of the University against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying the premiums.

The Rector

- 11.1 Subject to the responsibilities of the Court of Governors, the Rector shall be the chief executive of the University and shall be responsible for:
 - (a) presentation of proposals to the Court of Governors concerning the educational character and mission of the University;
 - (b) implementation of the decisions of the Court of Governors;

- (c) the organisation, direction and management of the University and leadership of the staff;
- (d) the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within the framework established by the Court of Governors - of the pay and conditions of service of staff other than the holders of senior posts;
- (e) the determination, after consultation with the Academic Council, of the academic activities of the University, and the determination of its other activities;
- (f) the preparation of annual estimates of income and expenditure for consideration by the Court of Governors, and the management of budget and resources within the estimates approved by the Court of Governors; and
- (g) the maintenance of student discipline and, within the rules and procedures referred to in paragraph 16 below, the suspension and expulsion of students on disciplinary grounds and the implementation of decisions to exclude students for academic reasons.

11.2 The Rector may establish a group of senior staff to assist him or her in discharging his or her role. The structure of the group shall be subject to the approval of the Court of Governors.

11.3 The Rector may, in accordance with these Articles and any other rules made, from time to time, by the Court of Governors and the Academic Council, suspend, exclude or expel any student from any or all of his or her studies in the University for reasons of academic insufficiency, breach of discipline or other good reason.

Secretary

12. Subject to the provisions of the Act, the Secretary shall be appointed by the Court of Governors for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

Appointment of Staff

13.1 All members of the staff of the University shall serve under a contract of employment with the University.

13.2 Upon the occurrence of a vacancy or expected vacancy for the post of Rector the post shall be advertised nationally.

Suspension of Staff

14.1 The Chairman of the Court of Governors, or in the absence of the Chairman the Deputy Chairman, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chairman, or

Deputy Chairman, shall report such suspension in writing to the Court of Governors within two working days or as soon thereafter as practicable.

- 14.2 The Rector, or a member of the staff of the University to whom, with the prior approval of the Court of Governors, he or she has delegated this power, may suspend from duty, with pay, any member of the staff of the University, other than the holder of a senior post, for misconduct or other good and urgent cause.
- 14.3 Anyone who is suspended from duty under these Articles shall be entitled to receive from the Rector or the member of the staff of the University to whom this power has been delegated pursuant to paragraph 14.2 and who took the decision to suspend, as appropriate, or in the case of the holders of senior posts from the Chairman or Deputy Chairman of the Court of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 14.4 Procedures for the suspension of staff under paragraphs 14.1 or 14.2 shall be specified in rules made by the Court of Governors after consultation with staff. The rules shall include provision that:
- (a) any person who has been suspended for three weeks or longer may appeal in writing to the Court of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under paragraph 15.1.1 or of a notification from the Rector under paragraph 15.2.2;
 - (b) any appeal made under 14.4(a) shall be considered as soon as practicable by a committee duly constituted for this purpose by the Court of Governors;
 - (c) a committee constituted for this purpose may include persons who are not members of the Court of Governors and, for the avoidance of doubt, such a committee may be comprised only of persons who are not members of the Court of Governors ; and
 - (d) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal of Staff

Holders of senior posts

- 15.1.1 If the Chairman, or in his absence the Deputy Chairman, or a majority of the members, of the Court of Governors, consider that it may be appropriate for the Court of Governors to dismiss the holder of a senior post, the Chairman, Deputy Chairman or Court of Governors as appropriate shall refer the matter to a Special Committee of the Court of Governors ("the Special Committee"), which shall be convened as soon as practicable to examine the facts,

otherwise investigate the grounds for dismissal, and make a report to the Court of Governors.

15.1.2 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to that Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.

15.1.3 The Special Committee shall prepare a written report for consideration by the Court of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case and any other issues which the Committee considers should be taken into account in the Court's consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Court.

15.1.4 The Court of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Court of Governors, including oral representations for which he or she may be accompanied and represented by a friend.

15.1.5 The Special Committee shall consist of five members of the Court of Governors. The Chairman of the Court of Governors, the Deputy Chairman and the Rector shall not be eligible for membership of the Special Committee. The Court of Governors shall make rules for the conduct of the Special Committee and for the procedures to be followed.

Other members of staff

15.2.1 The Rector, or a member of the staff of the University to whom with the prior approval of the Court of Governors he or she has delegated this power, may dismiss any member of the staff other than the holder of a senior post and if he or she decides that the circumstances are such that he or she 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.

15.2.2 Where the Rector, or a member of the staff of the University to whom power has been delegated pursuant to paragraph 15.2.1, as the case may be, proposes to dismiss such a member of staff other than as provided in paragraph 15.2.1 above he or she shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Rector or to the member of the staff of the University to whom power has been delegated pursuant to paragraph 15.2.1, as the case may be (including oral representations, for which purpose he or she may be accompanied by a friend), before any decision to dismiss is taken.

15.2.3 Where a staff member has been dismissed, or a decision to dismiss has been taken, the staff member concerned may appeal against the dismissal or decision to dismiss to a committee duly constituted for this purpose by the

Court of Governors: its decision shall be final. A committee constituted for this purpose may include persons who are not members of the Court of Governors and, for the avoidance of doubt, such a committee may be comprised only of persons who are not members of the Court of Governors. The Rector or other member of the staff of the University involved in the decision to dismiss shall not be a member of the committee. In the case of an appeal against a decision to dismiss the dismissal shall not take effect until the appeal has been determined.

15.2.4 Procedures for the dismissal of staff by the Rector, or the holder of a senior post, and for the consideration of appeals against such dismissals, shall be specified in rules made from time to time by the Court of Governors after consultation with the staff. The rules should include rights of representation.

Grievance procedures

16.1 After consultation with the staff, the Court of Governors shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

Students

17.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Court of Governors and shall present audited accounts annually to the Court of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Court of Governors.

17.2 The Court of Governors shall satisfy itself that students have the opportunity to raise matters of proper concern to them at such levels in the University as may be appropriate and that procedures exist for this purpose.

17.3 The Court of Governors, after consultation with the Academic Council and representatives of the students, shall make rules with respect to the conduct of students, including the procedures for suspension and expulsion.

17.4 After consultation with the Court of Governors and representatives of the students, the Academic Council shall make rules governing procedures to be followed in the University for the exclusion of a student for an unsatisfactory standard of work or other academic reasons.

Indemnity

18. Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief

is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.