

THE COMPANIES ACTS, 1985 TO 2006

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

ARTICLES OF ASSOCIATION

OF

THE UNIVERSITY OF WESTMINSTER

("the University")

incorporating

INSTRUMENT AND ARTICLES OF GOVERNMENT OF

THE UNIVERSITY OF WESTMINSTER

(adopted on 13 September 2017)

1 **Interpretation**

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

"the Academic Council" means the Academic Council of the University of Westminster.

"the Act" means the Companies Act 2006, 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 University, together with the Instrument as each is for the time being in force.¹

"the Chair" means the chair of the Court of Governors and Pro-Chancellor appointed in accordance with paragraph 15.23 of the Instrument or any Standing Order.

"Chancellor" means the Chancellor of the University appointed in accordance with paragraph 15.26 of the Instrument.

"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.

"Clerk" means the Clerk to the Court of Governors appointed in accordance with paragraph 29 of the Instrument.

"Company Secretary" means the company secretary of the University appointed in accordance with paragraph 30 of the Instrument (if appointed).

"Court of Governors" has the meaning set out in the Instrument and "Governor" shall be construed accordingly. For the avoidance of doubt, each Governor shall be a director of the University under the Act.

"the Deputy Chair" means the deputy chair of the Court of Governors appointed in accordance with paragraph 15.24 of the Instrument or any Standing Order and such term shall refer to each or the relevant one of them if there is more than one Deputy Chair of the University from time to time.

"Education Acts" means the Education Acts as defined in section 578 of the Education Act 1996 or any subsequent Education Acts.

"executed" includes any mode of execution.

¹ The Articles of Association were amended by Special Resolutions passed on 12 July 2010 and 24 May 2017 with the consent of the Privy Council given 19 October 2010 and 12 September 2017 pursuant to section 129B of the Education Reform Act 1988 as amended.

“Director of Finance and Operations” means the Director of Finance and Operations of the University appointed. For the avoidance of doubt, such person shall not be a director of the University appointed under the Act or be a member of the Court of Governors.

"holders of senior posts" means the Vice Chancellor and President, Provost, Director of Finance and Operations, and Registrar and the holders of such other senior posts as the Court of Governors may from time to time determine. For the avoidance of doubt, interim holders of such posts shall not be “holders of senior posts” under these Articles.

“Instrument” means the Instrument and Articles of Government of the University.

“member” means a company member of the University admitted in accordance with paragraph 4.1.

“minutes” means a formal written record of a meeting in whatever form.

“Provost” means the Provost of the University.

“Registrar” means the Registrar of the University.

"the Secretary of State" means the Secretary of State for the government department with responsibility for Higher Education.

"the staff" means the teaching, research, professional support and all other staff in the employment of the University.

“Standing Orders” means the standing orders for the government and conduct of the University and its students made in accordance with paragraph 13.

"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.

"the United Kingdom" means Great Britain and Northern Ireland.

"the Vice Chancellor and President" means the Vice Chancellor and President of the University for the purposes of these Articles.

“written” or **“in writing”** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise and includes electronic documents.

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 University.

- 1.2 Unless the context otherwise requires, words and expressions contained in the Articles bear the same meaning as in the Education Acts 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.
- 1.4 The Court of Governors may resolve to change the title of any post holder detailed in these Articles and if such resolution is passed the relevant provisions of these Articles shall be deemed to apply to the renamed post holder, unless the Court of Governors resolves otherwise.

2 Name, Registered Office, Objects and Powers

- 2.1 The name of the University is "The University of Westminster".² The Court of Governors may, by special resolution, change the name of the University, with the consent of the Privy Council.
- 2.2 The registered office of the University will be situate in England.
- 2.3 The objects for which the University is established are³:
 - 2.3.1 To establish carry on and conduct a university.
 - 2.3.2 To advance learning and knowledge in all their aspects and to provide industrial, commercial, professional and scientific education and training.
 - 2.3.3 To provide opportunities for learning and courses of education or technical study both full time and part time for students at all levels of and in all branches of education.
 - 2.3.4 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.
 - 2.3.5 To provide for the recreational, social and well-being needs of students of the University.
- 2.4 In furtherance of the above objects but not further or otherwise the University shall have the following powers:
 - 2.4.1 To provide lecture class or examination rooms, offices, board lodging and attendance and all other necessaries and conveniences (including advice)

² 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.

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.

- 2.4.2 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.
- 2.4.3 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.
- 2.4.4 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 these articles.
- 2.4.5 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.
- 2.4.6 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.
- 2.4.7 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.
- 2.4.8 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

³ The objects of the Company were altered by Special Resolutions passed on 4 July 1995, 17 July 1995 and 24 May 2017.

Higher Education Act 1992 as applied to the University by the Power to Award Degrees etc.. (England and Wales) Order of Council 1992.

- 2.4.9 To make and publish Standing Orders, 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 Standing Orders, bye-laws, rules and regulations as may from time to time be deemed expedient.
- 2.4.10 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.
- 2.4.11 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.
- 2.4.12 Subject to paragraph 5 hereof to employ and engage the services of persons as are considered necessary for furthering the objects of the University.
- 2.4.13 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their surviving spouse or surviving civil partners and other dependants.
- 2.4.14 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.
- 2.4.15 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.
- 2.4.16 To lend or advance money or give credit to such persons and on such terms as may be thought fit.
- 2.4.17 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.

- 2.4.18 To apply for, purchase or otherwise acquire and hold, use, develop, sell, license or otherwise dispose of or deal with patents, copyrights, designs, trademarks, secret processes, know-how and inventions and any interest therein.
- 2.4.19 To pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the University, 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.
- 2.4.20 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 Commission 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 Commission 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.

2.5 The income and property of the University shall be applied solely towards the promotion of its objects as set forth in this Articles 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:

2.5.1 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;

2.5.2 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;

2.5.3 of reasonable and proper rent for premises demised or let by any member of the University;

2.5.4 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;

2.5.5 to any member of the Court of Governors of reasonable out-of-pocket expenses; and

2.5.6 of reasonable and proper remuneration to any member of the University who is employed by the University as the Vice Chancellor and President, Provost, 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;

2.5.7 to provide indemnity insurance to cover the liability of the Governors (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 University; provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Governors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

- 2.6 Any addition or alteration to these articles that is within the scope of Section 198 of the Charities Act 2011 shall have been previously submitted to and approved by the Charity Commission.
- 2.7 No alteration or alterations shall be made to or in the provisions of the articles of association which would have the effect that the University would cease to be a company to which Section 60 of the Companies Act 2006 applies.
- 2.8 No addition, alteration or amendment shall be made to or in the provisions of the 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.
- 2.9 The liability of the members is limited.
- 2.10 Every member of the University undertakes to contribute to the assets of the University, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the University contracted before s/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.
- 2.11 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 paragraph 2.5 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.

3 Conduct of the University

- 3.1 The University shall be conducted in accordance with the Education Acts, 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 Instrument and any Standing Orders.

4 Members

- 4.1 The members of the University, shall be the members of its Court of Governors for the time being. The only persons eligible to be members of the University are the members of its Court of Governors.
- 4.2 The Clerk shall enter the name of such person in the books of the University and upon such entry that person shall become a member accordingly.
- 4.3 Any member who shall cease to be a member of the Court of Governors shall ipso facto cease to be a member of the University and his/her name shall be removed from the register of members accordingly.
- 4.4 A member may at any time withdraw from the University by giving at least seven clear days' notice to the University. Membership shall not be transferable and shall cease on death or bankruptcy.

5 General Meetings of Members

- 5.1 The Court of Governors may, whenever it thinks fit, convene a general meeting (which may be specified as an annual general meeting) and a general meeting shall be convened by the Court of Governors if requisitioned by members pursuant to the provisions of the Act.
- 5.2 The University may hold an annual general meeting in every year in which all University members are entitled to attend.

6 Notice of General Meetings of Members

- 6.1 A general meeting called for the passing of a special resolution shall be called by at least fourteen clear days' notice, but may be called by shorter notice if it is so agreed in accordance with section 307(4) to (6) (inclusive) of the Act.
- 6.2 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. The notice must also contain a statement setting out the rights of the members to appoint a proxy under section 324 of the Act.
- 6.3 The notice shall be given to all the members and to the auditors.
- 6.4 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.

7 Proxies of Members

- 7.1 The members have a right to appoint a proxy under section 324 of the Act and proxies may only be validly appointed by a notice in writing.

8 Proceedings at General Meetings of Members

- 8.1 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 Instrument is present.
- 8.2 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.
- 8.3 The Chair of the Court of Governors or in his/her absence the Deputy Chair (or, if more than one Deputy Chair is present, the relevant Deputy Chair nominated in advance by the Chair or, if the Chair does not make such a nomination, nominated by the members present) shall preside as Chair of the meeting, but if neither the Chair nor a Deputy Chair 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 Chair for the meeting.
- 8.4 The Chair 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.
- 8.5 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.
- 8.6 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.
- 8.7 A declaration by the Chair 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.
- 8.8 In the case of an equality of votes the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

9 Written Resolutions of Members

- 9.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 9.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 9.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 9.1.3 the resolution is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 9.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 9.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

10 Poll Votes of Members

- 10.1 A poll on a resolution may be demanded:
- 10.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 10.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 10.2 A poll may be demanded by:
- 10.2.1 the Chair of the meeting; or
 - 10.2.2 a person or persons representing not less than one tenth of the total voting rights of all the University members having the right to vote on the resolution.
- 10.3 A demand for a poll may be withdrawn if:
- 10.3.1 the poll has not yet been taken, and
 - 10.3.2 the Chair of the meeting consents to the withdrawal.

10.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

11 Accounts and Auditors

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

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

12 Notices

12.1 Any notice to be given to or by any person pursuant to these Articles must be in writing.

12.2 The University may give any notice to a member either:

12.2.1 personally; or

12.2.2 by sending it by post in a prepaid envelope addressed to the member at his/her address; or

12.2.3 by leaving it at that address of the member; or

12.2.4 by giving it using electronic communications to the member's address.

12.3 A member who does not register an address with the University or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the University.

12.4 A member present in person at any meeting of the University shall be deemed to have received notice of the meeting and of the purposes for which it was called.

12.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted, or proof that an email was properly addressed and delivered, shall be conclusive evidence that the notice was given.

12.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was given.

12.7 A notice shall be deemed to be given:

12.7.1 48 hours after the envelope containing it was posted; or

12.7.2 in the case of an electronic communication, 48 hours after it was sent.

13 Standing Orders

- 13.1 The Court of Governors may from time to time make such reasonable and proper Standing Orders as they may deem necessary or expedient for the proper government and conduct of itself, the University and its students.
- 13.2 The Court of Governors has the power to alter, add to or repeal the Standing Orders.
- 13.3 No Standing Order shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

14 Inspection and Changes to the Articles

- 14.1 A copy of these Articles and of all Standing Orders shall be accessible to every member of staff and every student of the University via the University's website.
- 14.2 These Articles may be amended or replaced by resolutions of the University either with the approval of or as required by the Privy Council, after consultation with the University, in accordance with the Education Acts.

Instrument and Articles of Government of the University

15 Constitution of the Court of Governors

Membership of the Court of Governors

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

15.1.1 ex officio:

- (i) the Vice Chancellor and President; and
- (ii) the Provost

unless they choose not to be members.

15.1.2 appointed members (independent members and co-opted members):

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

- (i) up to nineteen shall be independent members; and
- (ii) up to four shall be co-opted members. Of these up to two may be academic staff at the University, one nominated by the academic staff and one nominated by the Academic Council, one may be professional support staff nominated by professional support staff,

and one may be a student of the University nominated by the students thereof.

- 15.2 Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, inter alia, industrial, commercial, financial, educational or employment matters or the practice of any profession.
- 15.3 A person other than a person appointed in pursuance of sub-paragraph 15.1.1 above who is:
- 15.3.1 employed at the University (whether or not as academic staff), or
- 15.3.2 a student at the University,
- is not eligible for appointment as a member of the Court of Governors otherwise than as a co-opted member.
- 15.4 For the purposes of paragraphs 15.1.2(ii) and 15.3 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.
- 15.5 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.

Determination of Governor Numbers

- 15.6 The Court of Governors shall make a determination with respect to their membership numbers.
- 15.7 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 15.1 above.
- 15.8 In making such a determination, the Court of Governors shall secure that over half of all the members of the Court of Governors, when constituted in accordance with the determination, will be independent members.
- 15.9 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.
- 15.10 Such a determination may be varied by a subsequent determination.

Cessation of Appointment

- 15.11 A Governor shall cease to be a Governor if:

- 15.11.1 s/he ceases to be a Governor by virtue of any provision of the Act or s/he becomes prohibited by law from being a Governor; or
 - 15.11.2 s/he becomes disqualified by law from acting as a trustee; or
 - 15.11.3 s/he becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - 15.11.4 a registered medical practitioner who is treating that person gives a written opinion to the University stating that that person has become physically or mentally incapable of acting as a governor and may remain so for more than three months; or
 - 15.11.5 s/he resigns by notice to the University; or
 - 15.11.6 his/her term of office expires or, if earlier, s/he ceases to be eligible under the relevant category in paragraph 15.1 above to hold that office.
- 15.12 If, at any time, the Court of Governors is satisfied that any member thereof:
- 15.12.1 has been absent from three consecutive meetings of the Court of Governors without the permission of the Court of Governors; or
 - 15.12.2 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.

Appointment of Governors

- 15.13 The Court of Governors is the appointing authority in relation to the appointment of any member of the Court of Governors provided that independent members of the Court of Governors shall be appointed in accordance with paragraphs 15.14 to 15.18 (inclusive).

Appointment of Independent Governors on a Change of Membership Numbers of the Governors

- 15.14 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 15.6 to 15.10 above, the appointing authority in relation to the appointment:
- 15.14.1 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
 - 15.14.2 if the appointment is not made within that period, shall be the current independent members of the Court of Governors.

Appointment of Independent Governors on a Vacancy Arising

- 15.15 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/her term of office:
- 15.15.1 his/her successor shall not be appointed more than six months before the expiry of that term; and
 - 15.15.2 the appointing authority in relation to the appointment of his/her 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.
- 15.16 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:
- 15.16.1 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
 - 15.16.2 if the appointment is not made within that period, shall be the current independent members of the Court of Governors.
- 15.17 In any event, no appointment of an independent member of the Court of Governors by the Court of Governors in accordance with sub-paragraph 15.14.1, 15.15.2(i), 15.16.1 shall be made unless the appointment has been approved by a majority of the then current independent members of the Court of Governors.
- 15.18 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 Chancellor of the University is the appointing authority in relation to the appointment of such number of independent members as is required for a quorum. If no Chancellor is appointed at the relevant time then the appointing authority shall be the Chair.
- 15.19 The Court of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 15.1. 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.
- 15.20 A person is not eligible for appointment as a member of the Court of Governors at any time when s/he is under the age of sixteen.

- 15.21 A member of the Court of Governors may at any time by notice in writing to the Clerk 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.
- 15.22 Where a member of the Court of Governors 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.
- 15.23 The members of the Court of Governors shall appoint a Chair who may or may not be from among their number. The Chair 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 appointment as Chair of the Court of Governors.
- 15.24 The members of the Court of Governors shall appoint one or more Deputy Chair from among their number. The Deputy Chair 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 appointment as a Deputy Chair of the Court of Governors. In the absence of the Chair for any reason whatever a Deputy Chair shall take the Chair at a meeting of the Court of Governors and shall exercise all the functions and duties of the Chair.
- 15.25 The members of the Court of Governors may appoint from among their members additional officers.
- 15.26 The members of the Court of Governors shall appoint a Chancellor of the University, for such periods of office and on such terms and conditions as the Court of Governors decides. The process for appointment shall be specified by the Court of Governors.

Responsibilities, Powers and Duties of the Court of Governors

16 Responsibilities

16.1 The Court of Governors shall be responsible for:

- 16.1.1 the appointment of the appointed members referred to in paragraph 15.1 above;
- 16.1.2 the appointment of a Chancellor of the University;
- 16.1.3 the determination of the educational character and mission of the University and the overseeing of its activities;
- 16.1.4 the appointment of a Chair and Deputy Chair in accordance with paragraph 15.23 and 15.24 above;
- 16.1.5 the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets;
- 16.1.6 the consideration and, if thought fit, approval of the annual estimates of income and expenditure prepared by the Vice Chancellor and President;
- 16.1.7 the appointment, assignment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
- 16.1.8 the establishment of a framework for the pay and conditions of service of other staff;
- 16.1.9 the performance management of the Vice-Chancellor and President and the establishment of a framework for the performance management of other staff.

17 Powers

17.1 The Court of Governors shall have power:

- 17.1.1 subject to the provisions of paragraph 18.2, to delegate any of its powers to any committee consisting of one or more members including, without limitation, to the Chair of the Court of Governors or the Vice Chancellor and President. 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 15.14, 15.15 or 15.16, may be revoked or altered;

- 17.1.2 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 24, 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, and the Audit Committee:
- (i) must include at least one independent member of the Court of Governors;
 - (ii) may include the Vice Chancellor and President and/or the Provost;
 - (iii) may include other members of the Court of Governors, but shall not include any staff or students of the University;
- 17.1.3 to appoint, by power of attorney or otherwise, any person to be the agent of the University 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
- 17.1.4 to pay to its members such travelling, subsistence or other allowances as it may determine.

18 Duties

- 18.1 It shall be the duty of the Court of Governors:
- 18.1.1 to keep true records of the income and expenditure of the University;
 - 18.1.2 to appoint external auditors, and to conduct such other audit work (if any) as may from time to time be required;
 - 18.1.3 to appoint an Audit Committee and make rules for its conduct;
 - 18.1.4 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;
 - 18.1.5 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 Standing Orders 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
- 18.1.6 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 for England); and
- 18.1.7 to make such Standing Orders 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.
- 18.2 The Court of Governors shall not delegate any of the following duties:
- 18.2.1 the determination of the educational character and mission of the University;
 - 18.2.2 the approval of the annual estimates of income and expenditure;
 - 18.2.3 the ensuring of the solvency of the University and the safeguarding of its assets;
 - 18.2.4 appointment of the Vice Chancellor and President.

19 Meetings of the Court of Governors

- 19.1 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.
- 19.2 Upon the written requisition of the Chair 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/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.
- 19.3 A meeting of the Court of Governors may be held by suitable electronic means agreed by the Court of Governors in which each participant may communicate with all the other participants.
- 19.4 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 19.4. 'Present' includes being present by suitable electronic means agreed by the Court of Governors in which a participant or participants may communicate with all the other participants.

- 19.5 Subject to these Articles, the Court of Governors may regulate their proceedings as they think fit.

20 Conflicts of interests and conflicts of loyalties

- 20.1 If a conflict of interests arises for a member of the Court of Governors because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:

20.1.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

20.1.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and

20.1.3 the unconflicted Governors consider it is in the interests of the University to authorise the conflict of interests in the circumstances applying.

- 20.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

21 Minutes

- 21.1 The Court of Governors shall cause minutes to be made in records kept for the purpose:

21.1.1 of all appointments of officers made by the Court of Governors; and

21.1.2 of all proceedings at meetings of the Members of the University of the Court of Governors and of committees of the Court of Governors, including the names of the persons present at each meeting.

22 Execution of Documents

- 22.1 The University may execute documents (including deeds) in accordance with the Act.

23 Seal

- 23.1 The Court of Governors may 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 Company Secretary or by a second Governor.

24 Constitution of the Academic Council

- 24.1 There shall be an Academic Council of not more than thirty members, comprising the Vice Chancellor and President (who shall be Chair) and such other numbers of staff and students as may from time to time be approved by the Court of Governors. The Vice Chancellor and President may nominate a Deputy Chair from among the members of the Academic Council to take the Chair in his/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 Dean or a post senior thereto.

25 Responsibilities of the Academic Council

- 25.1 Subject to the provisions of these Articles, to the overall responsibility of the Court of Governors, and to the responsibilities of the Vice Chancellor and President, the Academic Council shall be responsible for:
- 25.1.1 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;
 - 25.1.2 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 Vice Chancellor and President and to the Court of Governors; and
 - 25.1.3 provision of advice on such other matters as the Court of Governors or the Vice Chancellor and President may refer to the Academic Council.
- 25.2 Subject to the prior approval of the Vice Chancellor and President and of the Court of Governors, the Academic Council shall appoint such committees as it considers necessary for the conduct of the University.

26 Meetings of the Academic Council

- 26.1 There shall be held in every year at least three meetings of the Academic Council.
- 26.2 Subject to the prior approval of the Court of Governors and paragraph 27 below, the Academic Council shall make such rules and regulate its proceedings and the conduct of its meetings as it shall think fit.

27 Procedures at Meetings

- 27.1 Paragraphs 27.2 to 27.8 below shall, unless expressly stated otherwise in these Articles, apply to meetings of the Court of Governors, the Academic Council and any committee of either body.
- 27.2 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.
- 27.3 The terms of reference, membership, agendas and minutes of the Court of Governors, Academic Council and any other committee of the Court of Governors shall be made available online for inspection, except in as far as any or all of the proceedings shall have been deemed to be outside of the University's Publication Scheme.
- 27.4 Where a named member of staff or a prospective member of staff, or a named student, is to be considered, the Chair 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.
- 27.5 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.
- 27.6 Questions arising at a meeting shall be decided by a majority of votes, subject to the right of deferral referred to in paragraph 19.4 above. In the event of an equality of votes at any meeting the Chair shall have a second and casting vote.
- 27.7 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. Except where a proxy has been appointed in accordance with paragraph 7 above, no member or other person shall 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.
- 27.8 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.

28 The Vice Chancellor and President

28.1 Subject to the responsibilities of the Court of Governors, the Vice Chancellor and President shall be the chief executive of the University and shall be responsible for:

28.1.1 presentation of proposals to the Court of Governors concerning the educational character and mission of the University;

28.1.2 implementation of the decisions of the Court of Governors;

28.1.3 the organisation, direction and management of the University and leadership of the staff;

28.1.4 the appointment, assignment, grading, suspension, dismissal and determination of pay and conditions of service of all staff other than the holders of senior posts within the framework established by the Court of Governors;

28.1.5 the performance management of all staff other than him/herself within the framework established by the Court of Governors;

28.1.6 the determination, after consultation with the Academic Council, of the academic activities of the University, and the determination of its other activities;

28.1.7 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

28.1.8 the maintenance of student discipline and, within the rules and procedures referred to in paragraph 34 below, the suspension and expulsion of students on disciplinary grounds and the implementation of decisions to exclude students for academic reasons.

28.2 The Vice Chancellor and President may establish a group of senior staff to assist him/her in discharging his/her role. The structure of the group shall be subject to the approval of the Court of Governors.

28.3 The Vice Chancellor and President may, in accordance with these Articles, Standing Orders and any rules of the Academic Council, suspend, exclude or expel any student from any or all of his/her studies in the University for reasons of academic insufficiency, breach of discipline or other good reason.

29 Clerk

29.1 The Court of Governors will appoint a Clerk and the Clerk may be removed by the Court.

30 Company Secretary

30.1 Subject to the provisions of the Act, a Company Secretary may be appointed by the Court of Governors and the Company Secretary may be removed by the Court.

31 Holders of senior posts

31.1 Procedures for the appointment and discipline (including dismissal and suspension) of holders of senior posts shall be specified in Standing Orders made by the Court of Governors.

32 Other staff

32.1 Procedures for the appointment, dismissal and suspension of staff other than the holders of senior posts shall be specified in policies and procedures made by the Court of Governors.

33 Grievance procedures

33.1 The Court of Governors has responsibility for ensuring that there are appropriate policies and procedures in place according to which staff may seek redress of any grievances relating to their employment.

34 Students

34.1 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.

34.2 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.

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

34.4 The Academic Council, after consultation with the Court of Governors and representatives of the students, 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.

35 Indemnity

- 35.1 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 University shall be indemnified out of the assets of the University 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 s/he 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 University.