



**LONDON SOUTH BANK
UNIVERSITY**

**Memorandum and
Articles of Association
2003**

LONDON SOUTH BANK UNIVERSITY

MEMORANDUM AND ARTICLES OF ASSOCIATION

2003

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

LONDON SOUTH BANK UNIVERSITY

1. The name of the Company (hereinafter called “the UNIVERSITY”) is LONDON SOUTH BANK UNIVERSITY.
2. The registered office of the University will be situated 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, scientific, technological, social, cultural and professional education and training.
 - (c) To provide courses of education both full time and part time.
 - (d) To provide opportunities and facilities for research and development of any kind including the publication of results, papers, reports, treatises, these or other material in connection with or arising out of such research.
 - (e) To provide for the recreational and social needs and the health and welfare of students of the University.
 - (f) For the purposes aforesaid and for any purpose reasonably incidental thereto:
 - (1) To provide teaching or examination rooms, offices, board, lodging and all other necessities and conveniences for or to students, employees and officers 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, and upon any terms whatsoever.

- (3) To receive any property, rights and liabilities transferred or to be transferred to the University under Section 130 of the Education Reform Act 1988.
- (4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessaries.
- (5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the University.
- (6) To license, deal in, and develop any processes, inventions or discoveries in which the University or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof.
- (7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.
- (8) 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.
- (9) To invest the monies of the University not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give and to grant awards 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. Provided that no Certificate Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department named or implied.

- (11) 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, and subject to any amendments required by the Privy Council.
- (12) To undertake and carry on 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.
- (13) 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 of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.
- (14) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- (15) To do all such other lawful things as are incidental or necessary to the attainment of the above objects 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 do or support anything 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 or Secretary of State for Education, 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 Board 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 Board of Governors have been if no incorporation had been affected, 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 Secretary of State for Education over such Board 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.

4. The University will promote a policy of equality of opportunity.
5. The income and property of the University whencesoever derived, shall be applied solely towards the promotion of the objects of the University as set forth in 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 the members of the University.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the University or to any member of the University in return for any services actually rendered to the University nor prevent the payment of interest at a reasonable rate not exceeding two per cent per annum above the base lending rate from time to

time of Midland Bank Plc (or such other of the London Clearing Banks as the Board of Governors may by resolution from time to time determine) or money lent or reasonable and proper rent for premises demised or let by any member of the University; but so that subject as hereinafter provided no member of the Board of Governors shall be appointed to any office of the University remunerated by salary or fees and no remuneration or other benefit in money or moneys worth shall be given by the University to any member of the Board of Governors of the University except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the University; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a member of the Board of Governors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits she or he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration as Chief Executive, members or the staff or examiners of the University does not at any time exceed five apply to the payment of such remuneration, subject to the condition that such Governors shall not attend that part of the meeting of the Board of Governors at which their remuneration or terms and conditions of service are discussed.

Provided further that the directors may, at the expense of the University, pay the cost of purchasing and maintaining indemnity insurance in respect of liability for any act or default of the directors, officers or employees of the company in relation to the company PROVIDED THAT such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.

6. 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 have been submitted to and approved by the Privy Council. Before initiating a proposal for an addition, alteration or amendment as aforesaid the Board of Governors shall consult any other interest directly affected.
7. The liability of the members is limited.
8. Every member of the University undertakes to contribute to the assets of the University, in the event of the same being wound up while she or he is a member, for payment of debts and liabilities of the University contracted before she or 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.
9. 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 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 some other educational charitable object.

ARTICLES OF ASSOCIATION
(Incorporating the Instrument and the Articles of Government)
OF
LONDON SOUTH BANK UNIVERSITY

OBJECTIVE

- 1.1 The Company is established for the purposes expressed in its Memorandum of Association.

INTERPRETATION

- 2.1 In these Articles, unless the context otherwise requires, the following expressions shall have the meanings indicated in this paragraph:

"the Academic Board" means the Academic Board of the University constituted in accordance with Article 18 as a body or a quorum of the members of the Academic Board at a meeting of the Academic Board.

"Academic Staff" means the persons employed by the University as members of the teaching staff and persons employed by the University as full-time academic officers of the University and in their terms of appointment designated as, or granted the status of, an academic officer.

"the Act" means the Companies Act 1985 and any statutory modification or amendment thereof for the time being in force.

"Appointments Committee" means the committee of the Board of Governors to be established under Article 26.

"these Articles" means these Articles of Association incorporating the Instrument of Government and the Articles of Government of the University.

"the Board of Governors" means the Board of Governors (constituted in accordance with Article 5) as a body or a quorum of the Governors at a meeting of the Board of Governors.

"the Chief Executive" means the Vice-Chancellor, Director, Principal or Rector (as appropriate) from time to time of the University.

"Clerk" means the Clerk to the Board of Governors from time to time.

"the Company" means the Company known as London South Bank University.

"Co-opted Governor" means a Governor appointed under Article 5.3 (c).

"Education Acts" means the Education Acts 1944 to 1992 as amended from time to time.

"H.E.F.C.E" means the Higher Education Funding Council for England established under Section 62 of the Further and Higher Education Act 1992.

"Holders of Senior Posts" means the Chief Executive, the Clerk and the holders of such other senior posts as the Board of Governors determines under Article 14(d) and "Holder of a Senior Post" shall be construed accordingly.

"Independent Governor" means a Governor appointed under Article 5. 3 (a) who shall not be:-

- (i) employed at the University (whether or not as a member of the Academic Staff);
- (ii) a full-time Student at the University; or
- (iii) an elected member of any Local Authority.

"The Instrument" means the Instrument of Government of the University.

"Local Authority" means a County Council, a District Council, a London Borough Council or the Common Council of the City of London.

"Members" means those persons who are members of the Company in accordance with Article 4.

"Non-Academic Staff" means the persons employed by the University as non-academic staff who are not members of the Academic Staff.

"the Register" means the Register of Members of the Company.

"the Secretary of State" means the Secretary of State for Education.

"the Seal" means the Common Seal of the Company.

"Secretary" means the Company Secretary of the Company from time to time.

"Senior Management" means the Heads of School/Department (or the persons holding such other equivalent senior management posts as may from time to time be determined) and Heads of Academic Related and non-Academic Departments and all posts above them in seniority.

"the Staff" means both Academic and Non-Academic Staff.

"Staff Governor" means a Governor appointed under Article 5.3 (b) or (c).

"Student Governor" means a Governor appointed under Article 5.3 (b) or (c).

"Student" means a person who is for the time being registered with the University as pursuing a full-time, sandwich or part-time course of not less than one month's duration, subject to any regulation governing the non-payment of tuition fees. For this purpose, Sabbatical Officers of the Student Union shall be deemed to be students. A person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when she or he has been granted leave of absence as a student from the University for the purposes of study or travel or for carrying out the duties of any office held by her or him in the Student Union.

"Student Union" means the London South Bank University Student Union established under its constitution dated 28th March 1985.

"Technical Staff" means the persons employed by the University as non-academic staff under conditions of service for technical staff.

"the University" means London South Bank University.

- 2.2 Unless otherwise stated or otherwise required by the context these Articles and any bye-laws, rules, or regulations made in accordance with these Articles shall be construed in accordance with the provisions of the Act and any statutory modification thereof for the time being in force and terms used herein and therein shall be taken as having the same respective meanings as they have when used in the Act.
- 2.3 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.
- 2.4 The provisions contained in Articles 5 to 13 hereof shall constitute and be known as The Instrument of Government of the University and the provisions contained in Articles 1 to 4 and 14 to 99 hereof shall constitute and be known as The Articles of Government of the University.

CONDUCT OF THE UNIVERSITY

- 3.1 The powers of the University are as provided by and the University shall be conducted in accordance with the provisions of the Act, the Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council and subject thereto, in accordance with the provisions of these Articles and any rules or bye-laws made under those Articles.

MEMBERS

- 4.1 All Governors shall, for the duration of their terms of office as Governors only, be members of the Company.
- 4.2 Any Member, whether a subscriber to the Memorandum of Association of the Company or not, who shall cease to be a Governor shall retire as a Member and ipso facto her or his name shall be removed from the Register accordingly. The membership and all rights of a Member shall be personal and shall not be transferable and her or his name shall be removed from the Register upon her or his death.
- 4.3 A Member shall be deemed to be a director of the Company within the terms of the Act, during the term of her or his membership.

INSTRUMENT OF GOVERNMENT

THE CONSTITUTION OF THE BOARD OF GOVERNORS

5. The Board of Governors shall comprise the following Governors: -
- 5.1 Not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
- 5.2 The person who is for the time being the Chief Executive of the University.
- 5.3 Of the appointed members of the Board of Governors :-
- (a) up to thirteen shall be Independent Governors, appointed by the Appointments Committee appearing to the Appointments Committee to have experience of, and to have shown capacity in, industrial commercial or employment matters or the practice of any profession;
- (b) up to two may be Academic Staff nominated by the Academic Board and up to two may be Students nominated by the Students; and
- (c) at least one and not more than nine shall be co-opted members nominated by those members of the Board of Governors who are not Co-opted Governors.
- 5.4 The co-opted member of the Board of Governors required to be appointed by Article 5.3(c) above shall be a person who has experience in the provision of education.
- 5.5 A person (other than a person appointed under Article 5.3 (b)) above who is :-
- (a) employed at the University (whether or not as a member of the Academic Staff);
- (b) a full-time Student; or
- (c) an elected member of any Local Authority,
- is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member under Article 5.3(c) above.
- 5.6 The Board of Governors shall determine the number of its membership and the number of its members to be appointed in each of the categories of membership set out in Article 5.3 above and in so doing shall ensure that at least half of all the members of the Board of Governors when constituted are Independent Governors.
- 5.7 A determination made in accordance with Article 5.6 above may be varied by subsequent determination of the Board of Governors in accordance with that Article.

TERMS OF OFFICE OF GOVERNORS

6. The terms of office of the Governors shall be as follows: -
- (a) In the case of a person who is a Governor ex-officio, until she or he ceases to hold the office by reason of the holding of which she or he is a Governor.
 - (b) In the case of Governors appointed under Article 5.3(a), the period of four years.
 - (c) In the case of a Governor, who is appointed under the provisions of Article 5.3(b), the period of three years, or the period until she or he shall cease to be a member of the Academic Staff or a Student (as appropriate) or ceases to hold the office (if any) by virtue of which the member was eligible for appointment, whichever shall be the shorter.
 - (d) In the case of Governors co-opted under Article 5.3 (c), such period being not less than one year and not more than four years as may be determined in each case at the date of their co-option by the members of the Board of Governors who are not Co-opted Governors.
7. Any out-going Governor may, if at the time of re-appointment she or he is qualified to be a Governor in accordance with Article 5, be re-appointed as a Governor. Governors would not normally be re-appointed for more than one term. Where a member is elected Chairman of the governing body or to some other statutory office such as Pro-Chancellor, they would automatically begin a new term of membership linked to that office.
8. If at any time the Board of Governors are satisfied that any Governor:-
- (a) has been absent from meetings of the Board of Governors for a period longer than twelve consecutive months without the permission of the Board of Governors; or
 - (b) is unable or unfit to discharge the functions of a Governor;
- the Board of Governors may by notice in writing to that Governor remove her or him from office; and thereupon the office shall become vacant.
9. Any Governor who:-
- (a) becomes bankrupt;
 - (b) makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from holding office by any Court Order;
 - (d) becomes of unsound mind;
- shall thereupon cease to be a Governor upon receiving notice in writing to that effect from the University.

10. Any Governor may at any time by notice to the Clerk resign her or his 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.
11. Every vacancy in the office of an appointed Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing body, which shall thereupon be entitled to appoint a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office for a period of four years from appointment.

PERSONS INELIGIBLE TO BE GOVERNORS

12. Notwithstanding the foregoing provisions of these Articles:-
 - (a) No person who is the mother, father, brother, sister, wife, husband or child of an employee of the University shall be eligible to be a Governor unless the Board of Governors shall by resolution otherwise determine.
 - (b) No person who is an undischarged bankrupt or who would be disqualified under Article 8 or 9 shall be qualified for appointment as a Governor.
 - (c) A person under the age of eighteen shall not be qualified for appointment as a Governor.
 - (d) A person over the age of seventy shall not be qualified for appointment as a Governor unless the Board of Governors shall by resolution otherwise determine, such resolution to be passed by a vote representing an absolute majority of all the members of the Board of Governors (whether or not taking part in the vote).
13. It shall be for the Board of Governors to determine any question as to whether any person is eligible or qualified in accordance with these Articles for appointment as a Governor of any description or category.

ARTICLES OF GOVERNMENT

RESPONSIBILITIES OF THE BOARD OF GOVERNORS

14. The Board of Governors shall be responsible:-
 - (a) for the determination of the educational character and mission of the University and for oversight of its activities including the exercise of degree awarding powers;
 - (b) for the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
 - (c) for approving annual estimates of income and expenditure;
 - (d) for the appointment, assignment, appraisal, grading, suspension,

dismissal and determination of the pay and conditions of service of the Chief Executive, the Clerk and the holders of such other senior posts as the Board of Governors may determine; the Board shall delegate to the Chairman the appraisal of the Chief Executive and the Clerk, such appraisal does not form part of the determination of pay for Holders of Senior Posts.

- (e) For setting frameworks for the appointment, assignment, grading, appraisal, suspension and dismissal of and for the pay and conditions of service of other staff;
- (f) For the appointment of a Chancellor who shall hold office for such term and have such duties and responsibilities as the Board of Governors from time to time shall determine and who may be the Chairman of the Board of Governors from time to time.

POWERS AND DUTIES OF THE BOARD OF GOVERNORS

15. Subject to the powers of the Members in general meeting and the provisions of these Articles, the University and the property and affairs thereof shall be under the control and management of the Board of Governors, which shall have all the powers of the University save such powers as under the Memorandum of Association of the Company or under the Act are required to be exercised by the University in general meeting.

THE CHIEF EXECUTIVE

16. Subject to the responsibilities of the Board of Governors, the Chief Executive of the University shall be responsible: -
- (a) for making proposals to the Board of Governors about the educational character and mission of the University; and for implementing the decisions of the Board of Governors;
 - (b) for the organisation, direction and management of the University and leadership of the staff;
 - (c) for the appointment, assignment, grading, appraisal, suspension and dismissal of staff other than Holders of Senior Posts within the framework set by the Board of Governors;
 - (d) for the determination, after consultation with staff and within the framework set by the Board of Governors, of the pay and conditions of service of staff other than the Holders of Senior Posts;
 - (e) for the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - (f) for preparing annual estimates of income and expenditure for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors;

- (g) for the maintenance of Student discipline and within the rules and procedures provided for within these Articles, for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel students for academic reasons.
17. If the Chief Executive shall not be capable of acting, by reason of illness or otherwise, the duties of the Chief Executive shall be fulfilled by a member of the Holders of Senior Posts as the Chief Executive shall have nominated or, in default of the Chief Executive's nomination, as the Chairman of the Board of Governors shall nominate.

THE ACADEMIC BOARD

18. There shall be an Academic Board comprising the Chief Executive (who shall be Chairman of the Academic Board) and such other numbers of Staff and Students, not exceeding 40 persons in aggregate, as may from time to time be approved by the Board of Governors. The Chief Executive may nominate a Deputy Chairman of the Academic Board from among the members of the Academic Board to take the chair in her or his place. The period of appointment of members of the Academic Board and the selection or election arrangements shall be subject to the approval of the Board of Governors.
19. Until the Board of Governors shall otherwise determine and provided that there shall always be a majority of members of the Academic Board who are members of the Senior Management, the Academic Board shall comprise up to 40 persons in aggregate drawn from the following categories:-
- (i) The Holders of Senior Posts;
 - (i) Senior staff (other than the Holders of Senior Posts) of the level of Head of School/Department (or such other equivalent senior management posts as may from time to time replace the same) and above;
 - (iii) Members of staff below the level of staff referred to in (ii) above and others in each case drawn from the following categories:-
 - Academic staff
 - Research staff
 - Non-teaching staff
 - Technicians
 - Student Union President
 - Students

PROVIDED THAT the Academic Board shall comprise:-

- (a) no more than 24 persons in aggregate drawn from categories (i) and (ii) above; and
 - (b) no more than 16 persons in aggregate drawn from category (iii) above.
20. Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, the responsibilities of the Chief Executive, and to the requirements of external validating bodies, the Academic Board is responsible

for policy and regulation in respect of the following matters:-

- (i) the criteria for the admission of Students;
- (ii) the appointment and removal of internal and external examiners;
- (iii) policies and procedures for the assessment and examination of the academic performance of Students;
- (iv) the content of curricula;
- (v) the quality of courses including matters relating to validation or accreditation by external bodies;
- (vi) the titles of awards and conferments to be granted to individuals meeting criteria determined by the Academic Board;
- (vii) the procedure for granting qualifications and titles, and for annulling such qualifications and titles;
- (viii) the procedure for granting distinctions including honorary degrees and academic titles;
- (ix) procedures for the exclusion of students for academic reasons;
- (x) such other similar matters as are essentially concerned with pedagogy, research, and scholarship.

21. The Academic Board is responsible to the Board of Governors for:-

- (i) The consideration of the development of the academic activities of the University and the resources needed to support them and for advising the Chief Executive and the Board of Governors thereon;
- (ii) The fostering and maintenance of the closest possible connections with industry, commerce, the professions, the arts, and other external links including those with educational establishments in the United Kingdom and overseas;
- (iii) Recommending on the institution of fellowships, scholarships, studentships, prizes and other aids to study and research;
- (iv) Advising on such other matters as the Board of Governors or the Chief Executive may refer to the Academic Board.

22. The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the Chief Executive and the Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board. Subject to the approval of the Chief Executive and the Board of Governors, the Academic Board may delegate, by regulations, any of the powers specifically conferred on it by Articles 20 and 21 above, to any person or body

of persons (including a committee established as aforesaid) constituted for the purpose.

DELEGATION OF FUNCTIONS BY AND THE COMMITTEES OF THE BOARD OF GOVERNORS

23. Subject to the following provisions, the Board of Governors may establish committees of the Board of Governors (including where appropriate committees with a membership which includes persons who are not Governors) for any purpose or function, other than those assigned elsewhere in these Articles to the Chief Executive or to the Academic Board, and may delegate powers to such a committee, to the Chairman of the Board of Governors or to the Chief Executive. The number of members of any such committee and the terms on which they hold and vacate office shall be fixed by the Board of Governors.
24. The Board of Governors shall establish a committee or committees to determine or advise the Board of Governors on such matters relating to employment policy as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from Governors who are not Staff (other than the Chief Executive) or Student Governors.
25. The Board of Governors shall establish an Audit Committee which shall be composed of such members and have such functions as the Board of Governors, taking account of advice received from H.E.F.C.E. where applicable, shall from time to time direct.
26. The Board of Governors shall establish a Nominations Committee and an Appointments Committee. The Nominations Committee shall be comprised of a minimum of 3 independent governors, who shall recommend potential independent governors to the Appointments Committee. The Appointments Committee shall be comprised of all the Independent Governors for the time being, to appoint the Independent Governors required to be appointed under Article 5.3(a). The quorum for a meeting of the said committee shall be a majority for the time being of the Independent Governors entitled to attend and vote at a meeting of such committee. Articles 37, 47, 48, 49 and 50 of these Articles shall apply mutatis mutandis to meetings of the Appointments Committee as they apply to meetings of the Board of Governors and subject thereto the Appointments Committee may appoint its own Chairman, adjourn and may otherwise regulate its meetings as it shall from time to time think fit.
27. The Board of Governors shall not, however, delegate the following:-
 - the determination of the educational character and mission of the University;
 - the approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the University and the safeguarding of its assets;
 - the appointment or dismissal of the Chief Executive and the Clerk;

- the varying or revoking of these Articles.

APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

28. The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors who shall also carry out the functions of Company Secretary as provided by the Act.

MEETINGS

Meetings of the Company

29. The Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year. The Annual General Meeting shall be held at such time and place as may be determined by the Board of Governors and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
30. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are under these Articles entitled to receive such notices from the Company.

PROVIDED THAT a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) In the case of a meeting called as the Annual General Meeting, by all 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 at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
31. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
 32. The quorum for all meetings of the Company shall be 8 members of whom 5 shall be Independent Governors. If a meeting is quorate, but the Independent Governors are in a minority, a majority of the Independent Governors present shall have the right to demand at that meeting that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
 33. The Board of Governors may whenever it thinks fit convene an Extraordinary

General Meeting, and Extraordinary General Meetings shall also be convened by the Secretary on such requisition of Members, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board of Governors to form a quorum, any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Secretary.

Meetings of the Board of Governors

34. Ordinary meetings of the Board of Governors shall be held at such times as may from time to time be thought fit by the Board of Governors provided that in each year not less than three ordinary meetings shall be held, one in each academic term.
35. A special meeting of the Board of Governors may at any time be summoned by the direction of the Board of Governors or the Chairman for the time being of the Board of Governors or at the request in writing of any five Governors. No business shall be transacted at any special meeting other than business the general nature of which has been specified in the notice summoning the meeting and any business incidental thereto.
36. The quorum for meetings of the Board of Governors shall be 8 members of whom 5 shall be Independent Governors. If a meeting is quorate, but the Independent Governors are in a minority, a majority of the Independent Governors present shall have the right to demand that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

Provisions Applicable to Meetings of the Company and of the Board of Governors

37. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting may be adjourned to such day, time and place as shall be determined in accordance with the provisions hereinafter appearing, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the persons present and entitled to attend and vote at the meeting shall constitute a quorum.
38. No business shall be transacted at any meeting unless a quorum of members entitled to attend and vote is present at the time when the meeting proceeds to business PROVIDED THAT notwithstanding that no quorum is present the members present and entitled to attend and vote at any meeting may elect a Chairman to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.
39. Members at any meeting of the Company or the Board of Governors shall not be bound in their speaking and voting by instructions given to them by their nominating body or other persons.
40. The proceedings at any meeting shall not (provided no requirement of the Act has been infringed) be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or for any want of qualification in any of the persons present or voting thereat.

PROCEEDINGS AT MEETINGS

Meetings of the Company

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Company and Auditors and the appointment of and the fixing of the remuneration, if any, of the Auditors.
42. The Chairman of the Board of Governors shall take the Chair at every General Meeting of the Company, or, if she or he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to preside, the Vice-Chairman of the Board of Governors shall if present and willing to take the Chair preside, failing which the Members present shall elect one of their number.
43. The Chairman may, with the consent of any meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every Member so entitled has signified his acquiescence in writing or by fax, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
45. Subject to the provisions of the Act a resolution in writing signed by any Governors for the time being entitled to receive notice of and to attend and vote at Board meetings or Committees of the Board (which resolution shall consist of several documents in the like form each signed by one or more of such members), or a resolution to which every Governor so entitled has signified acquiescence in writing or by fax, shall be as valid and effective as if the same had been passed to the Board or Committee meeting duly convened and held.
46. The Board of Governors shall cause minutes to be kept of the proceedings at General Meetings and the same, when agreed by the next General Meeting and signed by the Chairman of that Meeting, shall be conclusive evidence of the matters stated therein.

Meetings of the Board of Governors

47. The Board of Governors shall elect from its number a Chairman for a period of 4 years, who shall hold office until the next election of a Chairman but shall be eligible for re-election. The Chairman would not normally be re-appointed for more than one term of 4 years. The Board of Governors shall, at its first

meeting, and thereafter at the first ordinary meeting following the expiry of each academic year, elect from its number a Vice Chairman, who shall hold office until the next election of a Vice Chairman but shall be eligible for re-election. Any Governor other than the Chief Executive, a member of the Staff or a Student, shall be eligible for election as Chairman or Vice Chairman. If a vacancy shall occur in the office of Chairman or Vice Chairman the Board of Governors shall at its next meeting elect from its number as aforesaid a new Chairman or Vice-Chairman as the case may be for the unexpired term of office.

48. The Board of Governors shall cause minutes to be kept of the proceedings at meetings of the Board of Governors and all Committees of the Board of Governors and the same, when agreed by the next meeting of the Board of Governors or committee, as the case may be, and signed by the Chairman of that meeting, shall be conclusive evidence of the matters stated therein.
49. Unless invited by a resolution of the Governors present at the meeting to remain, any Governor who is a member of Staff (other than the Chief Executive) or a Student shall withdraw from that part of any meeting of the Board of Governors, or committee of the Board of Governors, where a named member of staff or student, or prospective member of staff or student is to be considered. The Chief Executive shall withdraw from any meeting or part thereof where her/his position is under discussion.
50. Subject to the provisions of these Articles, the Board of Governors may adjourn and may otherwise regulate its meetings as it shall from time to time think fit.

Provisions Applicable to Proceedings at Meetings of the Company and of the Board of Governors

51. At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or, if so requested at the time the resolution is put to the vote by two persons present and entitled to vote, the Chairman of the meeting shall cause a count to be taken.
52. Every person entitled to attend and vote shall have one vote. Votes shall be given personally and not by proxy.
53. In the case of an equality of votes, whether on a show of hands or otherwise, the Chairman of the meeting shall be entitled to a second or casting vote.
54. Any person having any pecuniary interest, whether direct or indirect, in any contract or other matter to be discussed at a meeting at which she or he is present shall, as soon as practicable, disclose the fact of her or his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. A person shall not be treated as having a pecuniary interest in a matter by reason only of her or his being a member of the Staff or a Student if her or his interest is no greater than that of the members of the Staff or Students in general, as the case may be.
55. Copies of all Company, Board of Governors' and committee papers including agenda, draft minutes, once approved by the Chairman, and signed minutes shall be made available to Students and Staff except where such material relates to named members of Staff or Students or prospective members of Staff or

Students, or to matters which the Chairman, the Board of Governors or any committee thereof are satisfied should be dealt with on a confidential basis.

CONDUCT OF STAFF

56. After Staff have been consulted, the Board of Governors shall make rules relating to the conduct of the Staff.

Academic Freedom

57. In making rules under Article 56, the Board of Governors shall have regard to the need to ensure that Academic Staff 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 or losing their jobs or any privileges they may have at the University.

APPOINTMENT AND PROMOTION OF STAFF

58. Each member of Staff shall serve under a contract of employment with the University.
59. Upon the occurrence of a vacancy or expected vacancy for the post of Chief Executive, the post shall be advertised nationally.
60. The appointment, employment (including conditions of service and tenure), and promotion of members of Staff and any appeals and grievance procedures shall be governed by and be in accordance with the provisions of these Articles and any bye-laws, rules or regulations promulgated, after Staff have been consulted, by the Board of Governors from time to time.

SUSPENSION AND DISMISSAL OF STAFF

Suspension

61. The Chairman of the Board of Governors or in the absence of the Chairman the Vice 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 Board of Governors within two working days or as soon thereafter as practicable.
62. The Chief Executive may suspend from duty, with pay, any member of the Staff, other than the Holder of a Senior Post for misconduct or other good and urgent cause. The Chief Executive's power of suspension may be delegated by the Chief Executive in accordance with rules made pursuant to Article 64.
63. Anyone who is suspended from duty under Articles 61 or 62 shall receive as soon as practicable from the Chief Executive, or in the case of the Holders of Senior Posts from the Chairman or Vice Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
64. Procedures for the suspension of staff under Articles 61 and 62 shall be specified in rules made by the Board of Governors after consultation with the

staff. The rules shall include provision that:-

- (a) any person who has been under suspension for three weeks or more may appeal in writing to the Board 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 Article 65 or of a notification from the Chief Executive under Article 72;
- (b) any appeal made under (a) shall be considered as soon as practicable; and
- (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

Holders of Senior Posts including the Chief Executive and the Clerk

65. If the Chairman of the Board of Governors, or in her or his absence the Deputy Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to take disciplinary action (including the possibility of dismissal against the Holder of a Senior Post, the Chairman, Vice Chairman or Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as practicable to examine the facts, otherwise investigate the grounds giving rise to the disciplinary action and make a report to the Board of Governors.
66. The person against whom the disciplinary action (including the possibility of dismissal) is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose she or he may be accompanied and represented by a friend.
67. The Special Committee shall prepare a written report for consideration by the Board 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 considerations which the Committee considers should be taken into account in the Board of Governor's consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board of Governors.
68. The Board 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 Board of Governors, including oral representations for which purpose she or he may be accompanied and represented by a friend.
69. The Special Committee shall consist of five members of the Board of Governors. The Chairman of the Board of Governors, the Vice Chairman and the Chief Executive shall not be eligible for membership of the Special Committee.

70. The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 65 to 69.

Other Members of Staff

71. Subject to the provisions of Article 57, the Chief Executive may dismiss any member of the Staff other than the Holder of a Senior Post and if the circumstances are such that she or he is entitled to do so by virtue of the conduct of that member of Staff that dismissal may take immediate effect without any need for prior notice. The Chief Executive's power of dismissal may be delegated by the Chief Executive in accordance with rules made pursuant to Article 74.
72. Where the Chief Executive (or the person to whom her or his power of dismissal has been delegated) considers that it may be appropriate to take disciplinary action (including the possibility of dismissal) against such a member of Staff and the circumstances described in Article 71 do not prevail, she or he shall notify the member of Staff concerned that such a case is under consideration. That Staff member shall be given an opportunity to make representations to the Chief Executive (or the person to whom her or his power of dismissal has been delegated) (including oral representations, for which purpose she or he may be accompanied by a friend) before any decision to dismiss is taken.
73. Where a Staff member has been dismissed pursuant to Article 71 or a decision to dismiss has been taken pursuant to Article 72 that Staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss the dismissal shall not take effect until the appeal has been determined.
74. Procedures for the dismissal of Staff by the Chief Executive and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors, after consultation with the Staff. The rules should include rights of representation.

GRIEVANCE PROCEDURES

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

STUDENTS

76. A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors. The Student Union shall be the students' union approved by the Board of Governors for the time being.
77. The Board of Governors shall satisfy themselves that Students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as may be appropriate.

78. After consultation with the Academic Board and representatives of the Student Union, the Board of Governors shall make rules governing the procedures to be followed in the University in matters concerning conduct of Students, including procedures for suspension and expulsion.
79. After consultation with the Board of Governors and representatives of the Student Union, the Academic Board shall make rules governing procedures to be followed in the University for the discipline (including the expulsion) of a Student for an unsatisfactory standard of work or other academic reason.
80. The Chief Executive shall, in accordance with her or his responsibilities as herein defined, be primarily responsible for student discipline and shall have the power to reprimand or suspend a student for a period of up to one month, subject to reporting any such action without delay to the Chairman of the Board of Governors.

FINANCIAL MATTERS

Fees

81. The Board of Governors shall 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 H.E.F.C.E.

Accounts and Estimates

82. The Board of Governors shall keep true records of the University's income and expenditure to be kept in accordance with the Act, and the provisions of the Education Acts and shall provide the H.E.F.C.E with true accounts at such time and in such form as the H.E.F.C.E may direct.
83. Annual estimates of income and expenditure shall be prepared by the Chief Executive for the consideration and approval of the Board of Governors.
84. The Board of Governors shall lay before the Annual General Meeting of the Company in each year an income and expenditure account of the University and a balance sheet for the previous accounting period. Such account and balance sheet shall be accompanied by a report of the Board of Governors as to the state of affairs of the University and a report of the auditors and the balance sheet, accounts and reports shall comply with the provisions of the Act. A copy of every balance sheet together with copies of the said account and reports shall not less than twenty one clear days before the date of the meeting before which such balance sheet, account and reports are to be laid, be sent to all persons entitled to receive notices of General Meetings of the University.
85. The accounting records and statutory books shall be kept at the registered office of the University or, subject to Section 222 of the Act, at such other place as the Board of Governors thinks fit and shall at all times be open to inspection by the Officers of the Company.

AUDIT

86. External Auditors shall be appointed and their duties regulated and other audit work conducted in accordance with the provisions of the Act, and in accordance with any requirements of the H.E.F.C.E.

SUPPLY OF INFORMATION TO H.E.F.C.E. AND ITS REPRESENTATIVES

87. If the H.E.F.C.E. shall arrange for the promotion or carrying out by any person of studies designed to improve economy, efficiency and effectiveness in the management or operations of the University, the person promoting or carrying out such studies at the request of the H.E.F.C.E. may require the Board of Governors to: -

- (a) Furnish the person, or any person authorised by her or him, with such information; and
- (b) to make available to her or him, or any person so authorised, for inspection of the University's accounts and such other documents;

as the person may reasonably require for that purpose.

RULES AND BYE-LAWS

88. The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

SEAL

89. The Board of Governors shall provide for the safe custody of the Seal which shall only be used by the authority of the Board of Governors or of a committee of the Governors established by the Board of Governors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor (or by some other person appointed by the Board of Governors for that purpose). A register shall be maintained and the use of the Seal reported to the Board of Governors.

NOTICES TO MEMBERS

90. A notice may be served upon any Members either personally or by sending it through the post in a prepaid letter addressed to such Member at her or his registered address for service (if any). In the latter case notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and sent by first class post.
91. If a Member has not a registered address for service, any notice shall be sufficiently served on her or him by posting up in the registered office of the University such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to her or him shall not be

entitled to have a notice served on her or him.

92. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
93. Notice of every General Meeting shall be given in any manner herein before authorised to:-
 - (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the University an address within the United Kingdom for the giving of notices to them; and
 - (b) the Auditor for the time being of the University.
94. No other person shall be entitled to receive notices of General Meetings.

NOTICE OF MEETINGS OF THE BOARD OF GOVERNORS

95. Every meeting, whether ordinary or special, shall be summoned by notice in writing, delivered personally or addressed and posted to each Governor stating the place, day and hour of the meeting and the business to be transacted. In the case of an ordinary or special meeting such notice shall be delivered personally or sent by first class post seven clear days before the date of the meeting (or in the case of an adjourned meeting immediately after the original meeting). In the case of a notice having been posted, notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and sent by first class post. It shall not be necessary to serve notice of a meeting of the Board of Governors to any Governor for the time being absent from the United Kingdom.
96. The convening of and proceedings of the Board of Governors shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election, appointment or qualification of any Governor or by the accidental want of service of a notice of the meeting on any Governor.

WINDING-UP

97. Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

98. The directors may, at the expense of the University, pay the cost of purchasing and maintaining indemnity insurance in respect of liability for any act or default of the directors, officers or employees of the company in relation to the company PROVIDED THAT such insurance shall not extend to indemnification against liability for willful or criminal wrongdoing or default.

COPIES OF ARTICLES, RULES AND BYE-LAWS

99. A copy of these Articles (incorporating Instrument of Government), and any rules or bye-laws shall be given to every Governor, and shall be available upon request to every member of Staff and every Student.

AMENDMENT OF ARTICLES

100. No addition, alteration or amendment shall be made to or in the provisions of these Articles of Association, unless the same shall have been submitted to and approved by the Privy Council, unless such addition, alteration or amendment shall have been required by the Privy Council by means of directions given pursuant to Section 129B of the Education Reform Act 1988.