

Company No 00986761

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

LONDON SOUTH BANK UNIVERSITY

Effective from 17 October 2019

**ARTICLES OF ASSOCIATION OF
LONDON SOUTH BANK UNIVERSITY**

1. OBJECTS

1.1 The Objects of the University are to:

1.1.1 conduct a university for the public benefit for the advancement of education, promotion of research and dissemination of knowledge;

1.1.2 provide full time and part time courses of education at all levels; and

1.1.3 provide facilities to promote these objects and provide associated support and welfare for students.

2. CONDUCT OF THE UNIVERSITY

2.1 The University shall be conducted in accordance with the provisions of the Education Acts and any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council, and subject to those, in accordance with the provisions of these Articles and any Standing Orders made under these Articles.

3. POWERS

3.1 The University has the power to do anything which is calculated to further its Objects or which is conducive or incidental to doing so including but not limited to the following powers:

3.1.1 to award degrees and other awards and to withdraw such degrees or awards;

3.1.2 to make rules and regulations for the conduct of students;

3.1.3 to acquire, own, maintain, manage and dispose of land and other property;

3.1.4 to solicit, receive and administer fees, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whether land or personal property;

3.1.5 to act as trustee for and in relation to endowments, legacies and gifts;

3.1.6 to invest any monies in the hands of the University and available for investment;

3.1.7 to establish or acquire subsidiary companies;

3.1.8 so far as permitted by charity law, to give guarantees;

3.1.9 so far as permitted by charity law, to borrow and raise money and give security for loans; and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers;

3.1.10 so far as permitted by charity law, to make loans of money to a subsidiary company or any other person or company (on either a secured or unsecured basis);

- 3.1.11 to take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the University, and to raise money in such other manner as the University may determine;
- 3.1.12 to co-operate with other institutions and individuals and to award joint degrees or other awards;
- 3.1.13 to affiliate or incorporate into the University any other institution and to take over its property, rights, liabilities and staff;
- 3.1.14 to transfer the assets and liabilities of the University to another institution with objects, the same as or similar to the objects of the University; and
- 3.1.15 to enter into engagements and to accept obligations and liabilities in all respects without any restrictions whatsoever and in the same manner as an individual may manage his or her own affairs.

4. GOVERNORS

- 4.1 Subject to the powers of the Members in general meeting and the provisions of these Articles, the Governors shall have control of the University and its assets and may exercise all the powers of the University; and without limiting the above, the Governors shall have the specific powers set out in the Standing Orders.

5. RESPONSIBILITIES OF THE BOARD OF GOVERNORS

- 5.1 The Board of Governors shall be responsible:-

- 5.1.1 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;
- 5.1.2 for the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- 5.1.3 for approving annual estimates of income and expenditure;
- 5.1.4 for the appointment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Chief Executive, the Clerk and such other senior posts as the Board may determine;
- 5.1.5 for setting frameworks for the appointment, appraisal, suspension and dismissal of and for the pay and conditions of service of other Employees; and
- 5.1.6 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.

6. CHIEF EXECUTIVE

- 6.1 There shall be a Chief Executive of the University who shall be the chief executive and chief academic officer of the University.

- 6.2 Subject to the responsibilities of the Board of Governors, the Chief Executive shall be responsible for:

- 6.2.1 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;
- 6.2.2 for the organisation, direction and management of the University and leadership of the staff;

- 6.2.3 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;
- 6.2.4 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 Holders of Senior Posts;
- 6.2.5 for the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- 6.2.6 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;
- 6.2.7 for the maintenance of Student discipline and, for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

7. DELEGATION

- 7.1 Subject to Article 7.2, the Board of Governors shall be entitled to delegate all or any of its functions, powers and duties to any person or body.
- 7.2 The Board of Governors shall not delegate the following:-
 - 7.2.1 the determination of the educational character and mission of the University;
 - 7.2.2 the approval of the annual estimates of income and expenditure;
 - 7.2.3 ensuring the solvency of the University and the safeguarding of its assets;
 - 7.2.4 the appointment and dismissal of the Chief Executive and the Clerk; and
 - 7.2.5 the recommendation to the Members in General Meeting for the approval, revoking, amendment or variation of these Articles.

8. COMPOSITION OF THE BOARD OF GOVERNORS

- 8.1 The Board of Governors when complete shall consist of at least eight and not more than eighteen members comprising as follows:-
 - 8.1.1 the person who is for the time being the Chief Executive of the University;
 - 8.1.2 persons who are neither Employees nor Students and who are considered by the Appointments Committee to have experience and capability relevant to the University's requirements ("Independent Governors");
 - 8.1.3 Up to two persons appointed by the Board of Governors who are employees (other than the Chief Executive) ("Staff Governors"); and
 - 8.1.4 Up to two persons appointed by the Board of Governors who are Students "Student Governors"
- 8.2 The Board of Governors shall determine and set out in Standing Orders the number of its membership, the number of its members to be appointed in each of the categories of membership set out in Article 8.1 above and the appointment of nominated individuals and in so doing shall ensure that a majority of the members of the Board of Governors when constituted are Independent Governors.

8.2.1 The Board of Governors shall establish an Appointments Committee to appoint Independent Governors and which shall be comprised of all the Independent Governors.

8.3 A determination made in accordance with Article 8.2 above may be varied by subsequent determination of the Board of Governors in accordance with that Article.

8.4 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.

9. **TERMS OF OFFICE OF GOVERNORS**

9.1 The terms of office of the Governors shall be as follows: -

9.1.1 In the case of a person who is a Governor by virtue of their office or position, until she or he ceases to hold such office;

9.1.2 In the case of Governors appointed under Article 8.1.2 the period of four years;

9.1.3 In the case of a Governor, who is appointed under the provisions of Article 8.1.3, the period of three years, or the period until she or he ceases to be a member of Staff , whichever is sooner.

9.2 A retiring Governor who is eligible under these Articles may be reappointed. Governors may not normally be appointed for more than two terms of office in total.

9.3 A Governor's term of office as such automatically terminates if he/she:

9.3.1 is disqualified under the Charities Act from acting as a Charity Trustee or under the Companies Act from acting as a company director;

9.3.2 is incapable, whether mentally or physically, of managing his/her own affairs;

9.3.3 is absent without permission from consecutive meetings of the Governors for a period of 12 months or more; or

9.3.4 is removed by the Members in accordance with the procedure set out in the Standing Orders.

9.4 Any Governor may at any time by written notice to the Clerk resign her or his office, which will become vacant from the date of receipt of the notice or date of resignation specified in the notice whichever shall be the later.

9.5 Every vacancy in the office of an appointed Governor shall as soon as possible after it occurs be notified by the Clerk to the Board.

10. **PROCEEDINGS OF THE BOARD OF GOVERNORS**

10.1 The Board of Governors must hold at least 3 meetings each year.

10.2 A quorum at a meeting of the Board of Governors is at least one third of the membership of the Board of Governors at the time with Independent Governors always being in the majority.

10.3 A meeting of the Governors may be held either in person or by suitable Electronic Means agreed by the Governors in which all participants may communicate with all the other participants.

10.4 The Board of Governors shall make and may amend Standing Orders:-

10.4.1 to set out the composition of the Board of Governors;

- 10.4.2 for the conduct of meetings of the Board and its committees (including the appointment of officers including a chair and vice-chair);
 - 10.4.3 to prescribe the membership and powers of the Academic Board;
 - 10.4.4 for the remuneration of Governors (such Standing Orders to made and amended with the approval of the Charity Commission); and
 - 10.4.5 to govern the administration of the University.
- 10.5 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.
11. **BENEFITS**
- 11.1 The property and funds of the University must be used only for promoting the Objects, or which is conducive or incidental to doing so.
- 11.2 A Governor must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the University except and subject to Article 12:
- 11.2.1 Governors or Connected Persons may be paid interest at a reasonable rate on money lent to the University;
 - 11.2.2 Governors or Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the University;
 - 11.2.3 Governors or Connected Persons may receive charitable benefits on the same terms as any other beneficiaries of the University;
 - 11.2.4 The Chief Executive, Staff Governors or Connected Persons may be employed by the University and receive remuneration;
 - 11.2.5 Governors or Connected Persons may enter into contracts with the University and receive reasonable payment for goods or services supplied, subject to Article 11.3;
 - 11.2.6 Governors may receive remuneration in connection with their office subject to authorisation by the Board of Governors in accordance with the Standing Orders;
 - 11.2.7 Governors may receive the reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the University;
 - 11.2.8 Governors may receive the benefit of Indemnity Insurance; or
 - 11.2.9 Governors may receive an indemnity in respect of any liabilities properly incurred in running the University (including the costs of a successful defence to criminal proceedings).
- 11.3 A Governor or Connected Person may enter into a contract with the University to supply goods or services in return for a payment or other Material Benefit if:
- 11.3.1 the goods or services are actually required by the University, and it is decided that it is in the best interests of the University to enter into such a contract;
 - 11.3.2 the nature and level of the payment is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 12; and
 - 11.3.3 no more than half of the Governors are party to such a contract in any Financial Year.

12. **DECLARATION OF INTERESTS**

- 12.1 Any Governor who has an interest, direct or indirect, in a proposed transaction or arrangement with the University must declare the nature and extent of his or her interest before discussion begins on the matter.
- 12.2 The Governors with no conflict may require that the relevant governor:
- 12.2.1 is not counted in the quorum for that part of the meeting;
 - 12.2.2 has no vote on the matter; and
 - 12.2.3 withdraws from the meeting for that item after providing any information requested by the Governors.

13. **SITUATIONAL CONFLICTS**

- 13.1 If a conflict of interests arises because of a duty of loyalty owed by a Governor to another organisation or person and the conflict is not authorised by virtue of another provision in the Articles, the Governors with no conflict may, subject to compliance with the provisions of Article 13, authorise such a conflict of interest on such terms as they may determine and provided the Governors with no conflict consider it is in the best interests of the University to do so in all the circumstances.

14. **ACADEMIC BOARD**

- 14.1 There shall be an Academic Board of the University which shall, subject to the general control and approval of the Board of Governors, be responsible for academic standards and the direction and regulation of academic matters.
- 14.2 The Academic Board shall consist of up to 40 members, comprising as follows:
- 14.2.1 The Holders of Senior Posts;
 - 14.2.2 Senior academic staff and professors
 - 14.2.3 Members of staff below the level of staff referred to in 14.2.2 above and drawn from the following categories:
 - (a) academic and research staff;
 - (b) non-teaching staff;
 - (c) technicians;
 - (d) Student Union President;
 - (e) Students
- 14.3 There shall be no more than 24 persons drawn from categories 14.2.1 and 14.2.2 in aggregate and no more than 16 persons drawn from categories 14.2.3. Members from categories 14.2.1 and 14.2.2 shall be in a majority.
- 14.4 The Chief Executive shall be the Chairman of the Academic Board.
- 14.5 The membership and powers of the Academic Board shall be further prescribed in the Standing Orders.

15. **STUDENT UNION**

15.1 The University shall comply with its obligations under the Education Acts in relation to any Student Union of the University.

16. **EMPLOYEES**

16.1 The Board of Governors may appoint Employees, and prescribe their authority, duties and terms and conditions of service. Provision shall be made in respect of discipline, dismissal, redundancy, and grievances.

17. **ACADEMIC FREEDOM**

17.1 In relation to Article 5.1.5 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 of losing their jobs or any privileges they may have at the University.

18. **RECORDS AND ACCOUNTS**

18.1 The Board of Governors shall keep true records of income and expenditure and records relating to the audit of accounts as required by law.

18.2 The University shall also keep records of:

18.2.1 all proceedings at meetings of the Governors;

18.2.2 all resolutions in writing;

18.2.3 all reports of committees; and

18.2.4 all professional advice obtained.

19. **MEMBERSHIP**

19.1 All Governors shall, for the duration of their terms of office as Governors only, be Members of the University.

19.2 The membership and all rights of a Member shall be personal and shall not be transferable.

19.3 The University shall maintain a register of Members.

20. **GENERAL MEETINGS**

20.1 Governors in their capacity as Members are entitled to attend general meetings.

20.2 General meetings are called on at least 14 and not more than 28 Clear Days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) at least 28 Clear Days' written notice setting out the terms of the proposed special resolution.

20.3 There is a quorum at a general meeting if the number of Members present is at least one third of the members at the time with Independent Governors (in their capacity as Members) always being in the majority.

20.4 Every Member present has one vote on each issue.

20.5 A general meeting may be called by the Governors at any time and must be called within 21 days of a written request from Governors (being Members) representing at least 30% of the Membership.

20.6 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or in writing.

21. **LIMITED LIABILITY**

21.1 The liability of Members is limited.

22. **GUARANTEE**

22.1 Every Member promises, if the University is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:

22.1.1 payment of those debts and liabilities of the University incurred before he/she ceased to be a Member;

22.1.2 payment of the costs, charges and expenses of winding up; and

22.1.3 the adjustment of rights of contributors among themselves.

23. **DISSOLUTION**

23.1 If the University is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

23.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

23.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

23.1.3 in such other manner consistent with charitable status as the Privy Council approves in writing in advance.

24. **INTERPRETATION**

24.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the University.

24.2 In the Articles, unless the context indicates another meaning:

"Academic Board" means the Academic Board of the University constituted in accordance with Article 14 as a body or a quorum of the members of the Academic Board at a meeting of the Academic Board

"Academic Staff" means persons employed by the University as members of the teaching or research staff

"Articles" means these Articles of Association of the University and "Article" refers to a particular Article.

"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

"Charities Act" means the Charities Act 2011 and any statutory modification or

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| | amendment thereof for the time being in force |
| "Charity Trustees" | has the meaning prescribed by the Charities Act |
| "Chief Executive" | means the executive head of the University (who may have the title of Vice-Chancellor or another title as decided by the Board of Governors) |
| "Clear Day" | does not include the day on which notice is given or the day of the meeting or other event |
| "Clerk" | means the clerk and Company Secretary to the Board of Governors from time to time |
| "Companies Act" | means the Companies Act 2006 and any statutory modification or amendment thereof for the time being in force |
| "Company Secretary" | shall have the meaning prescribed in the Companies Act |
| "Connected Person" | means, in relation to a Governor, a person with whom the Governor shares a common interest such that he/she may reasonably be regarded as a benefiting directly or indirectly from any material benefit received by that person, being either a member of the Governor's family or household or a person or body who is a business associate of the Governor, and (for the avoidance of doubt) does not include a company with which the Governor's only connection is an interest consisting of no more than 1% of the voting rights |
| "Education Acts" | means Education Acts 1944 to 2011 and any subsequent Education Acts. |
| "Employees" | means all employees of the University |
| "Financial Year" | means the University's financial year from 1 August to 31 July |
| "Governor" | means a director of the University and a Charity Trustee and "Governors" means the directors and Charity Trustees |
| Holders of Senior Posts | Means the Chief Executive, the Clerk and the holders of such other senior posts as the Board of Governors determines |
| "Indemnity Insurance" | means insurance against personal liability incurred by any Governor for an act or omission which is or is alleged to be a breach of trust or duty, unless the act or omission amounts to a criminal offence or the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty |

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| "Independent Governor" | means a Governor appointed under Article 8.1.2 who shall not be:- (i) employed by the University; or (ii) a full-time Student. |
| "Material Benefit" | means a benefit, direct or indirect, which may not be financial but has a monetary value |
| "Members" | means those persons who are members of the University in accordance with Article 19.1 |
| "Memorandum" | means the University's Memorandum of Association |
| "Month" | means calendar month |
| "Objects" | means the Objects of the University as defined in Article 1.1 |
| "Secretary of State" | means the Secretary of State in charge of universities from time to time |
| "Staff Governor" | means a Governor appointed under Article 8.1.3 |
| "Standing Orders" | means any regulations, bye-laws or rules made in accordance with Article 10.4 |
| "Student" | means a person who is for the time being registered with the University as pursuing a full-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 Governor" | means a Governor appointed under Article 8.1.4 |
| "University" | means the company known as London South Bank University |
| "written" or "in writing" | refers to a legible document on paper or a document or communication sent by electronic means which is capable of being printed out on paper |
| "Year" | means calendar year |

24.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

24.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.