The Companies Acts 1985 to 2006

Company limited by guarantee
and not having a Share Capital

Articles of Association
of
The University of Chichester

Adopted by Special Resolution dated 29 June 2010
effective from Privy Council approval dated 11 October 2010

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1. **Preliminaries**

1.1 The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the University and these Articles alone shall constitute the Articles of the University.

1.2 The name of the Company (hereinafter called "the University") is The University of Chichester.

1.3 The Registered office of the University will be situated in England.

2. **Interpretation**

In these Articles, unless the context otherwise requires:

"the Academic Board"	means the Academic Board of the University or a quorum of the members of the Academic Board at a meeting of the Academic Board as provided by these Articles and the Regulations;
"the Acts"	mean the Companies Act 1985 and the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force;
"the appointing authority"	means the Board of Governors unless otherwise specified;

"these Articles"	means these Articles of Association or such other articles of association of the University from time to time in force;
"the Auditors"	means the Auditors of the University;
"the Board of Governors" or "the Board"	means the Board of Governors as a body or a quorum of the Governors at a meeting of the Board of Governors, as provided by these Articles;
"the Clerk"	means the Clerk to the Board of Governors as provided by these Articles;
"Designated Staff"	means the Vice-Chancellor, the Principal Chaplain and the Secretary and such other posts as determined by the Board of Governors
"the Education Acts"	means the Education Acts 1944 to 1996 and the Education Reform Act 1988, including any statutory modification or re-enactment thereof for the time being in force;
"Governor"	means a person duly appointed as a Governor of the University as provided by these Articles, being a Director of the University;
"the Independent Governors"	means those Governors appointed under **Article 8.2.2**;
"Local Authority"	shall be defined according to Section 579(1) of the Education Act 1996;
"Member"	means a Member of the University, as provided by these Articles;
"Month"	means calendar month;
"the Office"	means the Registered Office of the University;
"Procedures"	means provisions in writing made from time to time, whether by Regulation, by the Vice-Chancellor or by any representative body constituted pursuant to these Articles for the purpose of regulating the proceedings of that body;

"Qualified Employee"	means an employee of the University engaged in full time employment or an employee engaged in part time employment of not less than one half of the University's normal full time hours of employment;
"the Registers"	means the Registers of Members and Directors of the University;
"Regulations"	means regulations made from time to time by the Board of Governors pursuant to the powers in that behalf conferred upon it by these Articles;
"the Residual Trustees"	means the Trustees of the Bishop Otter Trust;
"the Seal"	means the Common Seal of the University;
"the Secretary"	means the person appointed under these Articles as Secretary of the University who shall act as the Secretary to the Company within the meaning of and for the purposes of the Act and as the Clerk;
"the Secretary of State"	means the Secretary of State for Universities or such other Minister of the Crown upon whom may devolve the present functions, duties and responsibilities of the Secretary of State insofar as they relate to the educational facilities from time to time provided by the University;
"the Staff"	means all persons employed by the University;
"Student"	means a person enrolled on a course of study or instruction at the University or a sabbatical officer of the Students' Union;
"Students' Union"	means the Students' Union established pursuant to these Articles;
"the Teaching Staff"	means (a) the persons employed by the University in a teaching capacity and (b) any other person to whom the Board of Governors after consultation with the Academic Board resolves to grant the status of a member of the Teaching Staff;
"the United Kingdom"	means Great Britain and Northern Ireland;

"the University"	means The University of Chichester, being a company limited by guarantee and not having a share capital;
"the Vice-Chancellor"	means the Chief Executive of the University as provided by these Articles;
"in writing"	Includes printing, lithography, typewriting, photography, facsimile and other modes of representing or reproducing words in permanent visible form;
"year"	means calendar year.

Words importing the singular number only shall include the plural, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Act shall bear the same meanings in these Articles.

Any reference herein to the provisions of any action shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent act or statutory instrument.

Expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form.

Articles 8, 9, 10, 11, 12 shall constitute the Instrument of Government and Articles 7 and 13 to 34 shall constitute the Articles of Government as required under the Education Reform Act 1988.

3. **Objects and Powers**

3.1 The object of the University shall be the establishment conduct and development of a University for the advancement of the higher and further education of men and women.

3.2 The object of the University specified in **Article 3.1** above shall in particular and without prejudice to the generality thereof include:

(a) the provision of advanced courses of instruction leading to the award of degrees or other appropriate qualifications

(b) the training of persons intending to enter or engaged in the teaching profession

(c) the provision in the interest of the social welfare of the students of the University of facilities for recreation and other leisure-time occupation which will improve their conditions of life and of which they have need by reason of their social and economic circumstances.

3.3 The University in carrying out its objects shall comply with the provisions of the law relating to education and shall have and may exercise (but only to the extent to which the same may lawfully be exercised having exclusively charitable objects) all or any of the following powers:

3.3.1 to provide, on such terms as the University shall think fit, and to admit students to facilities for instruction, study, training and research both full-time and part-time, including, without limiting the generality of the foregoing, having regard to the educational and training needs of the public and of the traditions of the Bishop Otter College;

3.3.2 to assess the performance of persons by examinations and by other means;

3.3.3 to provide, upon such terms as the University shall think fit, such libraries, reading rooms, museums, laboratories and workshops, galleries, club rooms, premises for sports, playing fields, refectories and residential accommodation and such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the University;

3.3.4 on the grounds of examination or study or research or other evidence of achievement or as a recognition of service to the University or as a mark of distinction and respect to grant to persons approved by the University such Degrees, Honorary Degrees, Diplomas, Licences, Certificates, Credits, Academic Distinctions or Awards as the University may think fit and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;

3.3.5 to participate as the University may think fit in any arrangements made with any university or institute of higher education or with any other body having the appropriate powers whereby students of the University may become qualified to receive any Degrees or other academic qualifications of such other body;

3.3.6 to establish such relationships with other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of, or taught at, such other universities and educational institutions and other bodies as leading to Awards or Credits of the University;

3.3.7 to provide or cause to be provided accommodation and related facilities for staff and students;

3.3.8 to provide for the recreational, social and spiritual needs and general welfare of the students of the University;

3.3.9 to establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the University;

3.3.10 to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the University;

3.3.11 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the University; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;

3.3.12 to grant, lend or advance money or give credit to such persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisations or associations for any purpose which may seem directly or indirectly to further all or any of the objects and powers of the University;

3.3.13 to solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions;

3.3.14 to borrow and raise money and secure or discharge any debt or obligation of or binding on the University in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the University, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description;

3.3.15 to undertake, execute and perform any trust or conditions affecting any property of any description of the University whether acquired by gift or otherwise;

3.3.16 to invest funds of the University not immediately required for its purposes in or upon such investments, securities or property as it may think fit, and subject also as provided by **Article 3** hereof;

3.3.17 to employ and engage the services of such persons as are considered necessary for furthering the objects of the University;

3.3.18 to grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuation funds or arrangements for the benefit of, and pay or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the University or any subsidiary undertaking of the University or their dependants and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;

3.3.19 to found or maintain Fellowships, Exhibitions, Scholarships, Bursaries, Studentships and Prizes and similar encouragements to academic work;

3.3.20 to promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being students of the University and to provide opportunities and facilities for persons to undertake study and research;

3.3.21 to provide advisory services and centres for information for the use of the students or staff of the University or, upon such terms as the University shall think fit, for the use of the public or any class of members of the public;

3.3.22 to license, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs, trademarks or written or other material in which the University or any student or member of the staff may have been involved and to apply for patents and copyrights and other protections in respect thereof;

3.3.23 to prepare, edit, print, publish, issue, acquire, circulate and distribute books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;

3.3.24 to acquire or cause to be acquired (whether by purchase, lease, exchange, hiring or otherwise) any real or personal property and any rights or privileges, and to enter into agreements and arrangements to secure the provision of the same, and to undertake or cause to be undertaken the development, construction, maintenance and alteration of any property, buildings, erections which the University may think necessary for, conducive or incidental to the furtherance of all or any of the objectives and powers of the University;

3.3.25 to provide for the discipline of staff, students and other persons using any of the facilities of the University and to regulate such use in such manner as the University may think fit;

3.3.26 to make and publish any regulations and procedures for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;

3.3.27 to prescribe, alter, vary or waive fees, subscriptions and charges of all descriptions to be levied or made by the University;

3.3.28 to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of any buildings which may be required for the promotion of the objects of the University;

3.3.29 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

3.3.30 to take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form, to the funds or property of the University; or to any funds or property of the University or property of which the University shall be the Manager or Trustee;

3.3.31 to undertake and carry out the office or offices and duties of manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate for any purpose which may seem directly or indirectly to further all or any of the objects of the University;

3.3.32 to accept payment in discharge or satisfaction of any debt, obligation or liability to the University in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such terms as may be considered expedient;

3.3.33 to pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the University, either in cash or any other securities which the University has power to issue or the provision of services or in any combination of the above and generally on such terms as may be considered expedient;

3.3.34 to pay all expenses, preliminary to or necessary for the formation of the University and its registration;

3.3.35 to raise funds (but not by means of taxable trading) where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the above objects and the profits of which are liable to tax;

3.3.36 to insure the Governors against the costs of a successful defence to a criminal prosecution brought against them as Governors or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

3.3.37 to do all such lawful things as are necessary or advisable for the attainment or furtherance of the said objects or any of them.

4. Conflict of Interests

4.1 A Governor must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the University or in any transaction or arrangement entered into by the University which has not previously been declared. A Governor must absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the University and any personal interest (including but not limited to any personal financial interest).

4.2 If a conflict of interests arises for a Governor 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:

4.2.1 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;

4.2.2 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;

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

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 director or to a connected person.

4.3 Unless invited by a resolution of the other governors present at the meeting to remain, Staff and Student Governors, other than the Vice-Chancellor, shall withdraw when the affairs of named or identifiable current or prospective or former members of Staff are being discussed. Student Governors shall withdraw when the affairs of named or identifiable current or prospective or former Students are being discussed.

4.4 There shall be a Register of Governors' Interests maintained by the Clerk. The Board shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Governor, any member of Staff, any Student or any member of the public.

4.5 Subject to the provisions of **Article 5**, the Governors may be repaid by the University travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or any General Meetings of the University or in rendering any other service in their capacity as Governors.

5. **Interests of Governors**

5.1 Subject to the following paragraphs of this **Article 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 these Articles of Association.

5.2 The University may and may only confer benefits on a Governor if the benefit has been authorised by the Governors in accordance with **Article 5.3.**

5.3 For the purposes of **Article 5.2** the following are permitted:

5.3.1 A Governor may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in section 73A, of the Charities Act 1993.

5.3.2 Provided that the Governors follow the procedure and observe the conditions set out in **Article 5.4**.

5.3.2.1 A Governor may receive a benefit from the University in the capacity of a beneficiary of the University.

5.3.2.2 A Governor may be employed by the University other than for acting as a Governor.

5.3.2.3 A Governor may receive benefits for acting as a Governor provided the Board has in addition to meeting the requirements of **Article 5.4**:

(a) read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;

(b) resolved that the remuneration is clearly in the interests of the University; and

(c) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Governor, that offering the remuneration in question

provides a significant and clear advantage over all the other options available.

5.3.2.4 A company of which a Governor is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Governor holds no more than 1% of the issued capital of that company.

5.3.2.5 Any other benefit authorised by the Governors.

5.4 The University and its Governors may only rely upon the authority provided by **Article 5.3** if each of the following conditions is satisfied:

5.4.1 The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.

5.4.2 The conflicted Governors are absent from the part of any meeting at which there is discussion of:

5.4.2.1 his or her employment or remuneration, or any matter concerning the contract or arrangement; or

5.4.2.2 his or her performance in the employment or office, or his or her performance of the contract; or

5.4.2.3 any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under **Article 5**;

5.4.2.4 if applicable, the matters described in **Article 5.3.2.3**; or

5.4.2.5 any other matter relating to a payment or the conferring of any benefit permitted by **Article 5.3**.

5.4.3 The conflicted Governors do not vote on any such matter and are not to be counted when calculating whether a quorum of Governors is present at the meeting.

5.4.4 The non-conflicted Governors are satisfied that it is in the interests of the University to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the non-conflicted Governors must balance the advantage of employing a Governor against that disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).

5.4.5 The reason for their decision is recorded by the non-conflicted Governors.

5.4.6 A majority of the Governors then in office are non-conflicted.

5.4.7 If a Governor receives remuneration it shall be shall be disclosed in the accounts at least to the extent of any other related party transaction.

5.5 In **Article 5**:

5.5.1 The employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:

5.5.1.1 a partner;

5.5.1.2 an employee;

5.5.1.3 a consultant;

5.5.1.4 a director; or

5.5.1.5 a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.

5.5.2 "University" shall include any company in which the University:

5.5.2.1 holds more than 50% of the shares; or

5.5.2.2 controls more than 50% of the voting rights attached to the shares; or

5.5.2.3 has the right to appoint one or more directors to the Board of the company.

5.5.3 "Governor" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his or her partner.

5.5.4 a "conflicted Governor" is a Governor who has received, is entitled to receive or is currently receiving remuneration under this **Article 5**. A conflicted Governor also includes a Governor who has received financial benefits described in **Article 5** but before this **Article 5** came into force.

5.5.5 a "non-conflicted Governor" is a Governor who is not a conflicted Governor.

6. Members and winding up

6.1 The liability of the Members is limited.

6.2 Every member of the University undertakes to contribute to the assets of the University in the event of the same being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the University contracted before he or she 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.

6.3 The Members may by resolution of all the Members discontinue the University provided that such discontinuance shall not take place except at the end of an academic year.

6.4 In the event of the discontinuance of the University the following provisions of this Article shall take effect:

6.4.1 The Members shall be responsible for the winding up of the affairs of the University (including in particular the termination of Contracts of Employment of and all necessary consequential payments to persons employed for the purposes of the University) and for settling all liabilities lawfully incurred by the Governors and the Members shall to the extent that funds available from other sources are insufficient for the purpose provide the Governors with any necessary funds out of the property of the University;

6.4.2 If upon the winding up or dissolution of the University there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the University, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the University, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the University under or by virtue of **Article 6** hereof, such institution or institutions to be determined by the Members of the University at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable objects.

7. **Conduct of the University**

7.1 The University shall be conducted in accordance with the provisions of the Acts and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles. Subject to the foregoing, the affairs of the University shall be conducted by the Board of Governors who may exercise all such powers of the University as are not by the Acts or by these Articles required to be exercised by the University in General Meeting.

7.2 The courses provided shall include:

7.2.1 full-time training of persons intending to enter or engaged in the teaching profession; and

7.2.2 the study of Christian theology.

8. **Membership of the Board of Governors**

8.1 The Board of Governors shall from time to time make Regulations and Procedures for the appointment and re-appointment of Governors and for the appointment and re-appointment of the Chair and Vice Chair.

8.2 Subject to the following sub-paragraphs of this **Article 8**, the Board of Governors shall consist of at least nineteen persons and not more than twenty-five as the Board will determine from time to time, and shall consist of:

8.2.1 The Vice-Chancellor unless he or she chooses not to be a Governor;

8.2.2 Independent Governors the number of whom shall be not less than half the total Governors;

8.2.3 three nominated Governors being:

(a) one Student Governor;

(b) two Teaching Staff Governors;

8.2.4 the balance shall be co-opted Governors.

8.3 **Independent Governors**

8.3.1 At least half of the Independent Governors of the Board of Governors shall be appointees of the Church of England. They shall include the Bishop of Chichester and the remainder shall be appointed by the Residual Trustees.

In relation to the Church of England Governors:

(c) all the Governors to be so appointed shall be communicant members of the Church of England or of a church in communion with it, and

(d) in making appointments regard shall be had to the desirability of including persons with knowledge and experience of the work of the Church of England in promoting higher and further education, of teaching in schools maintained by a local education authority or in receipt of grant from public funds, for the education of teachers and for other education relevant to that provided at the University.

8.3.2 The other Independent Governors of the Board of Governors shall be persons appearing to the Board of Governors to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.

8.3.3 In relation to other Independent Governors:

(a) appointments shall be made by the Board of Governors having regard to the provisions of **Article 8.3.2**. No appointment of an Independent Governor shall however be made without the approval of the current Independent Governors including those nominated by the Church of England;

(b) if the Board of Governors fails to appoint to a vacancy for an Independent Governor within three months of the vacancy arising the current Independent Governors including the Independent Governors appointed by the Church of England shall make the appointment to the vacancy.

8.3.4 No person who is employed at the University (whether or not as a teacher) or who is a full time student at the University or who is an elected member of any local authority shall be eligible for appointment as an Independent Governor.

8.4 **Appointment of Nominated Governors**

8.4.1 The Student Governor shall be a sabbatical officer of the Students' Union to be elected by the students of the University as a whole in accordance with arrangements approved by the Board of Governors.

8.4.2 The two nominated Teaching Staff Governors shall be members of the academic staff of the University and shall be Qualified Employees who shall be elected by the Qualified Employees forming the teaching staff of the University as a whole in accordance with arrangements approved by the Board of Governors.

8.4.3 Nominated Governors shall be appointed by a resolution of the Board of Governors at a meeting that is quorate. The Board of Governors shall satisfy itself that nominated Governors are duly qualified for membership of the Board of Governors.

8.5 **Appointment of Co-opted Governors**

One Co-opted Governor under **Article 8.2.4** shall be a member of the non-teaching staff of the University and shall be a Qualified Employee who shall be elected by the Qualified Employees forming the non-teaching staff of the University as a whole in accordance with arrangements approved by the Board of Governors.

8.6 A person (other than a person appointed in pursuance of **Article 8.2.3** above) who is:

(a) employed at the University (whether or not as a member of the Teaching Staff);

(b) a full-time student at the University; 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 Governor.

8.7 No person shall be eligible for appointment as a Governor if, on the date of the appointment taking effect, the person in question is under the age of sixteen.

8.8 Subject to **Articles 8.2** and **8.9**:

8.8.1

(a) A Student Governor shall hold office until the end of the academic year in which he or she is appointed;

(b) other Governors shall hold office for a term of three years;

8.8.2 Any person who has previously been a Governor shall be eligible for re-appointment up to a maximum of three terms of three years each in total, save that these restrictions shall not apply to the Vice-

Chancellor, the Bishop of Chichester and such other post holders as the Residual Trustees may decide from time to time.

8.9 Notwithstanding **Article 8**, a Governor shall, ipso facto, cease to be a Governor if he or she:

8.9.1 resigns his or her office as Governor by notice in writing to the Board, such resignation being effective from the date of receipt of the notice or date of resignation specified therein whichever shall be the later, without prejudice to **Article 8.8**; or

8.9.2 becomes a patient defined in the Mental Health Act 1983; or

8.9.3 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

8.9.4 holds office as a Governor subject to satisfying certain conditions for eligibility of such appointment and ceases to satisfy such conditions (including without limitation any conditions as contained in **Article 8.2**); or

8.9.5 without the consent of the Board accepts any office or position of profit under the University unless such office is that of the Vice-Chancellor without prejudice to the eligibility of such person for appointment as a staff governor in accordance with **Articles 8.4.2** or **8.5**; or

8.9.6 absents himself or herself from attendance at meetings of the Board continuously for a period of twelve months without special leave of absence from the Board and the Board passes a resolution that he or she has by reason of such absence vacated office; or

8.9.7 is unable or unfit to discharge the functions of a Governor, and the Board passes a resolution that he or she is, by reason of being unable or unfit to discharge the functions of a Governor, removed from office; or

8.9.8 is the subject of any disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as director; or

8.9.9 is given notice in writing of his or her removal by resolution of the Board of Governors, provided that not less than three-quarters of the Governors so resolve; or

8.9.10 is removed from office by resolution duly passed pursuant to Section 168 of the Act; or

8.9.11 becomes disqualified as a Charity Trustee.

9. Register of Members and Directors

9.1 The University must keep a register of the Members and the Directors as required by the Acts.

9.2 The Members shall be all the Governors from time to time.

9.3 The Directors shall be all the Governors from time to time.

9.4 No person shall hold office as, or act as, a Governor until that person has agreed in writing to become a Member of the University and his or her name has been entered in the Register of Members and Directors.

9.5 A Governor shall retire and his or her name shall be removed from the Register of Members and Directors upon his or her ceasing to be a Governor. The membership and all rights of a Governor shall be personal and shall not be transferable and the Governor's name shall be removed from the Register upon the Governor's death.

10. Chair and Vice Chair of the Board of Governors

The Board of Governors shall, at its first meeting in each academic year, appoint Governors, not being members of the Staff or Students of the University, to be respectively Chair and Vice Chair of the Board for the ensuing year. Unless they resign from or become ineligible to hold such office or are removed from such office by resolution of the Board or otherwise cease to be Governors as a result of the operation of **Article 8.9** the Chair and Vice Chair shall be deemed to continue in office until their successors are appointed. The Board may fill a vacancy arising in either of these offices for the remainder of the term of office in which the vacancy occurs. Normally, the Chair and Vice Chair of the Board shall not be eligible for reappointment after eight years. Exceptionally, on grounds of the individual expertise of the Chair or Vice Chair, further terms of office may be approved either immediately or on the occurrence of a vacancy after a further period of time.

11. Powers and Duties of the Board of Governors

11.1 Without prejudice to **Article 7** the Board of Governors shall be responsible, inter alia, for:

11.1.1 the determination of the educational character and objectives of the University and for the supervision of its activities;

11.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;

11.1.3 approving annual estimates of income and expenditure;

11.1.4 the determination of membership of the Designated Staff, save that the Vice-Chancellor, Principal Chaplain and Secretary shall always be members of the Designated Staff;

11.1.5 for the assignment of duties and of the appraisal of the Vice-Chancellor;

11.1.6 the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Designated Staff;

11.1.7 the determination of the policy for pay and general conditions of employment of the Staff who are not Designated Staff; and

11.1.8 the appointment of Auditors.

11.2 The Board may exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue bonds, debenture stock or other securities, whether outright or as security for any debt or obligation of the University.

11.3 The Board shall establish a Committee or Committees with terms of reference provided by Regulations to determine or advise on such matters relating to employment policy or finance as the Board may remit to them. The membership of such Committee or Committees shall consist of such Governors as the Board shall determine, excluding any Governor other than the Vice-Chancellor who is a member of the Staff or a Student.

11.4 The Board shall also establish Committees as required, with terms of reference provided by Regulations, including Committees or Sub-committees to advise on matters relating to the remuneration of the Vice-Chancellor and Designated Staff, internal and external audit (in accordance with guidance issued from time to time by the Higher Education Funding Council for England) and the appointment of Governors.

11.5 Committees of the Board may only establish sub-committees subject to the approval of the Board.

11.6 No person who is not a Governor shall be the Chair or Vice Chair of a Committee of the Board.

11.7 The Board may, subject to these Articles and the Regulations, delegate to any Committee of the Board, Academic Board or to the Chair or Vice Chair of the Board or to the Chair or Vice Chair of any committee of the Board or to the Vice-Chancellor and on such terms and conditions as it shall from time to time think

fit the exercise of all or any of the powers and duties conferred upon it by these Articles or otherwise provided that the Board shall not be empowered or competent to so delegate all or any of its powers or duties in connection with:

11.7.1 the determination of the educational character and objectives of the University and for the supervision of its activities; or

11.7.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets; or

11.7.3 approving annual estimates of income and expenditure; or

11.7.4 the determination of membership of the Designated Staff; or

11.7.5 the assignment of duties and of the appraisal of the Vice-Chancellor; or

11.7.6 the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Designated Staff; or

11.7.7 the determination of the policy for the pay and general conditions of employment of the staff who are not Designated staff; or

11.7.8 the appointment of Auditors; or

11.7.9 the recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them; or

11.7.10 the approval, revoking, amendment or variation of the Regulations or any of them, other than the regulations made by Academic Board pursuant to **Article 24.1.1;** or

11.7.11 the termination of the membership of any Governor; and

11.7.12 any act or thing which under or by virtue of any provision of the Act is required to be done by the Vice-Chancellor or the Board.

11.8 The Board shall not delegate to any person who is not a Governor or to any body or committee that does not consist exclusively of Governors:

11.8.1 the appraisal, discipline or suspension of the Vice-Chancellor; or

11.8.2 the authorisation of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Board deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.

12. Proceedings of the Board of Governors

12.1 The Board of Governors may meet together for the despatch of business, may adjourn, and may by Procedures or otherwise regulate its meetings as it shall from time to time think fit, but shall meet not less than three times in every year. The Clerk, on the requisition of the Chair or of any five or more of the Governors, shall summon a meeting of the Board by giving to them personally or by word of mouth or by sending a notice thereof by post, fax or electronic mail to every Governor at his or her usual residential address or other address nominated by the Governor and notified to the Clerk of the Board so that in the ordinary course of the post such notice would be received not less than five clear days before the day for which the meeting is summoned except where the Chair or in his or her absence the Vice Chair has deemed shorter notice to be necessary. Where a notice is sent by fax, receipt of the properly addressed confirmation shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of the transmission following receipt of the confirmation. Where a notice is sent by e-mail receipt of a properly addressed e-mail transaction report shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission of the e-mail following receipt of the e-mail transaction report. Every notice of meeting shall state the time, date and place for such meeting and the business to be considered at such meeting. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

12.2 The quorum for meetings of the Board shall be eight Governors of whom not fewer than five shall be Governors appointed under **Article 8.2.2 and** not fewer than one Governor appointed under **Article 8.3.1.** No business shall be transacted at any meeting of the Board unless a quorum is present save that notwithstanding that no quorum is present the Governors may elect a Chair to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned. If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled. If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned. In either case, the Clerk shall by notice in accordance with **Article 12.1** summon a new meeting, save that any business conducted when a quorum was present shall stand. The quorum for a meeting will not be invalidated if any Governor appointed under **Articles 8.2.3** or **8.5** is required to withdraw from the meeting in accordance with **Article 5**. All or any Governors may participate in a meeting of the Board or committee of the Board by means of a conference telephone or communication equipment which allows all persons participating in the meeting to hear each other. A person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take

place where the largest group of those participating is assembled, or, if there is no such group, where the Chair is.

12.3 The Chair shall preside at every meeting of the Board or if he or she shall not be present or is unwilling to act the Vice Chair shall if present and willing to act preside, failing which the Governors present shall elect one of their number not being a member of the Staff or a Student to be Chair of the meeting.

12.4 The Governors may act as the Board notwithstanding any vacancy in their body.

12.5 All acts done by any meeting of the Board or of a Committee of the Board or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

12.6 If a meeting is quorate but less than half of the Governors present are Independent Governors a majority of the Independent Governors present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under the provision.

12.7 Questions arising at a meeting shall (subject always to **Article 12.6** above) be determined by a majority of votes of the Governors present and voting and in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

12.8 A resolution in writing signed by all the Governors entitled to receive notice of a meeting of the Board or by all the members of a Committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said Governors or the said members of such Committee), or a resolution to which every such Governor or every such member of a Committee has signified his or her approval in writing or by electronic transmission, shall be as valid and effective as if it had been passed at a meeting of the Board or of such Committee (as the case may be) duly called and constituted.

12.9 Any resolution of the Board may be rescinded or varied at any subsequent meeting of the Board if notice of the proposal to rescind or vary the resolution has been given and if the subject matter of the resolution (and any proposed variation) appears in the notice of such meeting.

12.10 Governors shall always act in the best interests of the University and shall not be bound in their speaking and voting at meetings of the Board by instructions given to them by other persons or bodies. The Board shall not accept the appointment of proxies.

13. General Meetings

13.1 The University shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the University and that of the next. The Annual General Meeting shall be held at such time and place in the United Kingdom as the Board shall determine.

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

13.3 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened if it receives a requisition by the Members in accordance with the Acts.

14. Notice of General Meetings

14.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing, and a meeting of the University other than an Annual General Meeting or other than a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given, and shall specify the place, the day and hour of the meeting and the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the University in General Meeting, to such persons as are under the Articles entitled to receive such notices from the University, provided that a meeting of the University shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

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

14.1.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of all the Members.

14.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

14.3 Every notice convening a meeting shall be given in accordance with section 208 of the Companies Act 2006 that is, in hard copy form or electronic form.

14.4 A notice may be given by the University to any Member either personally or by sending it by post to that Member or to that Member's usual residential address or other address nominated by the Member and notified to the Clerk to the Board or (if that Member has no such address within the United Kingdom) to the address, if any, within the United Kingdom supplied by that Member to the University for the giving of notice to that Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have become effective, in the case of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by fax, receipt of the properly addressed confirmation shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of the transmission following receipt of the confirmation. Where a notice is sent by e-mail receipt of a properly addressed e-mail transaction report shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission of the e-mail following receipt of the e-mail transaction report. The University may also send a notice of meeting by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

14.5 Notice of a General Meeting shall be given in any manner herein before authorised to every Member, Director and the Auditors; but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

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

15. **Proceedings at General Meetings**

15.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and the reports of the Board of Governors and the Auditors and the appointment of, and the fixing of the remuneration, if any, of the Auditors.

15.2 Save as herein otherwise provided, the quorum at any General Meeting shall be eight Members, of whom not less than five shall be Independent Governors appointed under **Article 8.2.2**, including one Governor appointed under **Article 8.3.1.**

15.3 If within an hour from the time appointed for a meeting a quorum is not present, the meeting shall be cancelled and the Clerk shall by notice in accordance with **Article 14** summon a new meeting.

15.4 No business shall be transacted at any General Meeting unless a quorum of members is present save that notwithstanding that no quorum is present the Members present at any General Meeting may elect a person to act as Chair and to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.

15.5 The Chair of the Board shall chair every General Meeting of the University, or, if the Chair shall not be present in person within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Chair, if any, of the Board shall if present and willing to act preside, failing which the Members present shall elect one of their number not being a member of the Staff or a Member holding office as Governor under **Article 8.2.3** or **Article 8.5** to be Chair of the General Meeting.

15.6 The Chair of any General Meeting may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than two clear days' notice must be given of any adjourned meeting. No notice is required of an adjourned meeting unless the meeting is adjourned for thirty days or more, in which case a new notice of meeting shall be given in respect of the adjourned meeting in such manner as is required by **Article 14.**

15.7 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or, in the case of a meeting conducted by conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other, by oral assent, unless a poll is, before or upon the declaration of the result of the show of hands, demanded personally by the Chair or by at least five Members or by at least one-tenth of the total number of the Members. Unless a poll be so demanded, a declaration by the Chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the University, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

15.8 Subject to the provisions of these Articles, if a poll is demanded in the manner referred to in **Article 15.7** above, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

15.9 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

15.10 In the case of an equality of votes whether on a show of hands or a poll, the Chair of the meeting shall be entitled to a second or casting vote.

15.11 Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every such Member has signified his or her approval in writing or by electronic transmission, shall be as valid and effective as if it had been passed at a General Meeting of the University duly called and constituted. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article. A resolution in writing, proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. For the purposes of this Article "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

15.12 Subject to the provisions of **Article 15.13,** on a written resolution every Member shall have one vote at any General Meeting. Votes shall be given personally, including by conference telephone or other means as provided in **Articles 12.2** and **Article 15.7**.

15.13 No Member shall be entitled to vote at any General Meeting unless all moneys presently due from them to the University by way of guarantee as a Member have been paid.

15.14 The Secretary or a Director must take minutes of proceedings at all meetings and the minutes must be authenticated and kept in accordance with the requirements of the Acts.

16. Vice-Chancellor

16.1 The Board shall appoint a Chief Executive of the University, upon such terms and conditions of employment as it thinks fit, who shall be called a Vice-Chancellor or such other designation as the Board shall think fit.

16.2 The Vice-Chancellor will in the performance of his or her duties use his or her best efforts to preserve and develop the traditions of the University deriving from its dual origins and its relationship to both the Church of England and the County Council and to ensure that Christian belief and worship have a significant part in the life and work of the University.

16.3 Upon the occurrence of a vacancy or expected vacancy in the office of the Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally.

16.4 The detailed arrangements for the appointment to the post of Vice-Chancellor shall be made by a Committee consisting in equal numbers of Independent Governors appointed under **Articles 8.3.1 and 8.3.2.** The Committee will make a recommendation for appointment to the Board of Governors.

16.5 In the event of a vacancy in the office of Vice-Chancellor or the absence of the Vice-Chancellor by reason of illness or otherwise, the Board may appoint, on such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an Acting Vice-Chancellor.

16.6 Without prejudice to any terms or conditions attached to the appointment of the Vice-Chancellor from time to time pursuant to this **Article 16** and to any other duties and responsibilities of the Vice-Chancellor, the Vice-Chancellor shall be responsible to the Board:

16.6.1 for making proposals to the Board about the educational character and objectives of the University and for implementing the decisions of the Board in this respect;

16.6.2 for the organisation, direction and management of the University and leadership of the staff;

16.6.3 for the assignment of duties and the appraisal of Designated Staff other than the Vice-Chancellor;

16.6.4 for the appointment, assignment of duties, grading, appraisal and suspension and dismissal of members of the Staff other than the Designated Staff;

16.6.5 for the determination (within the policy set by the Board) of the pay and conditions of employment of the Staff other than the Designated Staff;

16.6.6 having regard to the educational objectives of the University, for the planning and examination of the academic programmes and other activities of the University, after consultation with the Academic Board on matters relating to the quality and academic standards, curriculum content, operation and delivery of courses and other matters referred to in **Article 24.1.1.**

16.6.7 for preparing annual estimates of income and expenditure for consideration by the Board; and for the management of resources within the estimates approved by the Board and for the allocation and the effective and efficient use of resources;

16.6.8 for the maintenance of Student discipline and (within the Regulations) for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons.

16.7 The Vice-Chancellor may delegate the exercise of any or all of the powers or duties listed in **Article 16.6** or delegated to him or her under **Article 11.7** except where these Articles, or the Regulations specifically prohibit such delegation. In respect of **Article 16.6.4**, the Vice-Chancellor may delegate the dismissal of Staff other than Designated Staff only to a member of the Designated Staff.

17. The Principal Chaplain

17.1 There shall be a chaplaincy which shall include the provision in accordance with the doctrine rites and practices of the Church of England of religious instruction worship and care.

17.2 The Principal Chaplain of the University shall be a priest of the Church of England or of a Church in communion with it.

17.3 The detailed arrangements for the appointment of the Principal Chaplain shall be made by a Committee consisting of a majority of Independent Governors appointed under **Article 8.3.1.** The Committee will make a recommendation to the Board of Governors.

18. The Secretary

18.1 The Board of Governors shall appoint the Secretary of the University who shall be the Company Secretary and may suspend or remove such person from that appointment. If required, the Board may from time to time appoint an Assistant Secretary or Secretaries to act in the absence of the Secretary and may suspend or remove such person or persons from that appointment. The Secretary shall act as Clerk to the Board of Governors. Assistant Secretaries shall act as Assistant Clerks to the Board.

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

19. The Appointment and Promotion of Staff

19.1 Subject to the provisions of these Articles and the Regulations the Vice-Chancellor shall have the power to appoint and promote the Staff of the University (other than the Designated Staff).

19.2 The Board shall establish general principles in the Regulations governing the way in which the Vice-Chancellor may exercise his or her powers of appointment and promotion. The Regulations may contain different provisions for different categories of Staff.

19.3 The policy for pay and general conditions of employment for all members of the Staff shall be determined by the Board.

19.4 Each member of the Staff shall serve under a contract of employment with the University.

20. **Conduct of Staff**

20.1 After consultation with the recognised representatives of the Staff, the Board of Governors shall make Regulations governing the conduct of Staff and the discipline of Staff for occasions of misconduct.

20.2 The Board shall have regard to the need to ensure that Staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

21. **Suspension of Staff**

21.1 The Chair of the Board of Governors or, in the absence of the Chair, the Vice Chair, may suspend from duty, with pay, a member of the Designated Staff for alleged misconduct or other good and urgent cause. The Chair or Vice Chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.

21.2 The Vice-Chancellor may suspend from duty, with pay, any member of the staff other than a member of the Designated Staff for alleged misconduct or other good and urgent cause.

21.3 Anyone who is suspended from duty under **Articles 21.1** or **21.2** shall be entitled to receive from the Vice-Chancellor, or in the case of a member of the Designated Staff, from the Chair or Vice Chair of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

21.4 Procedures for the suspension of staff under **Articles 21.1** or **21.2** shall be specified in rules made by the Board of Governors after consultation with 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 22.1** or of a notification from the Vice-Chancellor under **Article 22.2.2***;*

(b) any appeal made under **Article 21.4(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.

22. Dismissal of Staff

22.1 A Member of the Designated Staff including the Vice-Chancellor, Principal Chaplain and the Secretary

22.1.1 If the Chair of the Board of Governors, or in his or her absence the Vice Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss a member of the Designated Staff, the Chair, Vice Chair or the 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 possible to examine the facts, otherwise investigate the ground for dismissal, and make a report to the Board of Governors.

22.1.2 The person whose 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 he or she may be accompanied and represented by a friend.

22.1.3 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 facts relating to the case and any considerations which the Committee considers should be taken into account in the Board of Governors' consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board of Governors.

22.1.4 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 he or she may be accompanied and represented by a friend.

22.1.5 The Special Committee shall consist of three members of the Board of Governors. The Chair of the Board of Governors, the Vice Chair and the Vice-Chancellor shall not be eligible for membership of the Special

Committee. A Committee assembled to investigate the grounds for the dismissal of the Principal Chaplain shall include a majority of Church of England Governors. No member who is a member of the special committee assembled under **Article 22.1.1** shall participate in the proceedings of the Board of Governors under **Article 22.1.4** hereof except for the purpose of giving evidence on request.

22.1.6 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 22.1.1. to 22.1.5**.

22.2 **Other Members of Staff**

22.2.1 The Vice-Chancellor may dismiss any member of the staff other than a member of the Designated Staff and if the circumstances are such that he or she 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.

22.2.2 Where the Vice-Chancellor proposes to dismiss such a member of staff and the circumstances described in **Article 22.2.1** do not prevail he or she shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Vice-Chancellor (including oral representations, for which purpose the staff member may be accompanied and represented by a friend) before any decision to dismiss by the Vice-Chancellor is taken.

22.2.3 Where a staff member has been dismissed pursuant to **Article 22.2.1** or a decision to dismiss has been taken pursuant to **Article 22.2.2** 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.

22.2.4 Procedures for the dismissal of staff by the Vice-Chancellor 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.

23. **Staff Grievances**

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

24. The Academic Board

24.1 Subject to the provisions of these Articles to the overall responsibility of the Board of Governors and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for:

24.1.1 subject to the requirements of validating and accrediting bodies: 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 expulsion of students for academic reasons;

24.1.2 considering the development of the academic activities of the University and the resources needed to support them, and for advising the Vice-Chancellor and the Board of Governors thereon;

24.1.3 advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

24.2 The Academic Board, when complete, shall consist of no more than 24 members comprising the Vice-Chancellor (who shall be Chair), Eleven members of the Academic Board shall be drawn from management posts, three members will be nominated by the Students' Union and nine members will be drawn from the teaching staff. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors. The Academic Board may nominate a Deputy Chair.

24.3 The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Vice-Chancellor 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.

25. Students' Union

25.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by 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.

25.2 The Students' Union shall present audited accounts annually to the Board within six months after the close of each accounting period. The Board shall take such

steps as are reasonably practicable to secure that appropriate arrangements exist for, on behalf of the Board, the approval of the budget and monitoring of expenditure.

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

25.4 The Board shall satisfy itself that Students have adequate opportunity to raise matters of proper concern to them at all appropriate levels in the University. This shall include the provision of a Procedure for hearing Student complaints.

26. **Conduct of Students**

After consultation with the Academic Board and with representatives of the Students, the Board of Governors shall make Regulations governing the conduct of Students, including provision for the discipline of Students on the grounds of misconduct and for suspension and expulsion.

27. **Expulsion of Students**

After consultation with the Board of Governors and with representatives of the Students, the Academic Board shall establish Procedures governing the expulsion of Students from the University for unsatisfactory standards of work or other reasons and shall provide for the right of Students to appeal to the Academic Board or an appointed committee thereof against such a decision to expel them.

28. **Provision of Information**

28.1 A copy of these Articles and of the Regulations and Procedures shall be given to every Governor and shall be available for inspection upon request to every member of the Staff and every Student or prospective Student or member of the public.

28.2 The Board shall cause records to be made in books provided for that purpose:

28.2.1 of all Regulations and Procedures made by the Board;

28.2.2 of all resolutions and proceedings at all meetings of the University and of the Board, and of Committees of the Board and Academic Board;

28.2.3 of all appointments of Governors, the Vice-Chancellor, Acting Vice-Chancellor and Principal Chaplain; Secretaries, Assistant Secretaries, Clerks and Assistant Clerks and of any other appointments made under **Article 11.1.4**;

28.2.4 of the names of the Governors present at each meeting of the Board and of any Committee of the Board and Academic Board.

28.3 Every Governor present at any meeting of the Board or any meeting of any Committee of the Board shall sign his or her name in a book to be kept for that purpose.

28.4 The agenda, papers and minutes for meetings of the Board and Committees of the Board (except in such cases where the Board or the Committee concerned or Academic Board deems that any document shall be kept confidential, for example on grounds that it treats matters which are commercially or legally sensitive or which relate to the affairs of named or identifiable individuals or to the relationship between the University and another party the interests of whom are to be safeguarded) shall be available for inspection upon request to every Governor, member of the Staff and every Student and the Board shall arrange for all practicable steps to be taken to maintain these documents as records.

29. Accounts and Financial Procedures

29.1 The Board of Governors shall cause proper books of account to be kept with respect to:

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

29.1.2 all sales and purchases by the University; and

29.1.3 the assets and liabilities of the University.

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

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

29.3 The Board shall from time to time in accordance with the Act and the Charities Act 1993, and as otherwise required by these Articles or the Regulations, cause to be prepared and to be laid before the University in General Meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in the Act, the Charities Act 1993, these Articles or the Regulations.

29.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the University in General Meeting, together with a copy of the Auditors' Report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of

debentures of, the University; provided that this Article shall not require a copy of these documents to be sent to any person of whose address the University is not aware or to more than one of the joint holders of any debentures.

29.5 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the University shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

30. **Auditors**

The Board of Governors shall be responsible for the appointment of Auditors and for the regulation of their duties in accordance with the Act, the Charities Act 1993, these Articles and the Regulations.

31. **Attorneys**

The Board may, by power of attorney or otherwise, appoint any person to be the agent or attorney of the University upon such terms (including terms as to remuneration) as it may decide. The Board may remove any person appointed under this Article and may revoke or vary the appointment save that no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

32. **The Seal**

The Board of Governors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a Committee authorised by the Board on its 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 for that purpose. The Secretary shall cause reports to be made to the Board from time to time on the use of the Seal and on executions by Deed.

33. **Regulations**

33.1 The Board of Governors shall have power to make Regulations concerning such matters as under the Articles are to be provided for by Regulations and concerning such other matters with regard to the government and conduct of the University as it shall think fit.

33.2 Provided that:

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

33.2.2 no Regulations concerning the matters in **Article 24.1** shall be made until the Academic Board has been given the opportunity to consider and report to the Board thereon and until any reports made by the Academic Board in response to that opportunity have been considered by the Board.

33.3 Save as provided in **Article 33.1**, every Regulation made by the Board shall have effect as if the same was contained in these Articles save that they may at any time or times be revoked or varied by the Board in like manner as they may be made.

34. Amendment of Articles

34.1 Subject to the provisions of the Act and this **Article 34**, these Articles may be amended or replaced by a special resolution of the University in General Meeting either with the approval of the Privy Council or as required by the Privy Council in accordance with Section 129B of the Education Reform Act 1988.

34.2 No alteration or alterations shall be made to the provisions of the Articles of Association which would:

34.2.1 vary this Article;

34.2.2 vary **Articles 3.1** and **3.2**;

34.2.3 have the effect that the University would cease to be a company to which section 30 of the Companies Act 1985 applies or cease to be a charity in law; or

34.2.4 confer a power to dissolve the charity.

34.3 A copy of any amendment made under this Article shall be sent promptly to the Charity Commission.