

The Companies Act 2006
Company limited by guarantee
and not having a Share Capital

**Articles of Association
of
York St John University
Company number: 04498683**

Adopted by Special Resolution dated 30 July 2019

1. Preliminaries

- 1.1 The name of the Company (hereinafter called "the University") is York St John University.
- 1.2 The Registered office of the University will be situated in England.

2. Interpretation

In these Articles, unless the context otherwise requires:

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| "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 Act" | mean 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 (as amended from time to time); |

“the Auditors”	means the external 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 Chair of the Board of Governors”	means the Governor appointed as such under Article 13.2.1
“the Commission”	means the Charity Commission for England and Wales
“Co-opted Governors”	means the Governors appointed under Article 9 ;
“the Deputy Chair of the Board of Governors” or “the Deputy Chair”	means the Governor appointed as such under Article 13.2.1
“Diocesan Nominee”	means a person nominated to the membership of the Foundation Committee by the Bishop of Leeds or Archbishop of York. The Bishop of Leeds and the Archbishop of York shall each be eligible to put forward not more than two Diocesan Nominees.
“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;
“Foundation Committee”	means the Committee set up as a forum within the University to lead and advise on issues of religious faith and ethos and the University’s mission and ethics as set out in its terms of reference from time to time;
“General Meeting”	a general meeting of the Members from time to time;
“Governor”	means a person duly appointed as a Governor of the University as provided by these Articles. For

the purposes of the Act a Governor is also a director as defined by the Act;

“Member”

means a member (and/or guarantor) of the University (as defined in the Act);

“Governance and Nominations Committee”

means University’s Governance and Nominations Committee which is set up in accordance with its terms of reference to advise the Board of Governors on the appointment and re-appointment of all Governors to the Board of Governors and their nominated committees in accordance with the Terms of Reference of those committees and with due reference to ensuring cohesion of activity throughout the University and any successor body thereto;

“Predecessor Institution”

means the unincorporated trust operating as York St John University until subsumed into the University on 1st August 2011

“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;

“Registrar”

means the Registrar of the University as provided under these Articles;

“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 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 Education 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;
“Staff Governor”	means a member of the Board of Governors as elected pursuant to article 8.2.5;
“Student”	means a person enrolled on a course of study or instruction at the University or a sabbatical officer of the Students’ Union;
“Student Governor”	means a member of the Board of Governors appointed pursuant to article 8.2.6;
“Students’ Union”	means the Students’ Union already established at the date of adoption of these Articles or such other body whose constitution may be approved from time to time pursuant to Article 25.2;
“the United Kingdom”	means Great Britain and Northern Ireland;
“the University”	means York St John University, 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.

Unless the context requires otherwise, words in the singular shall include the plural and vice versa.

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.

These Articles constitute the Instrument and Articles of Government as required under the Education Reform Act 1988.

3. Object and Powers

- 3.1 The object (the "Object") of the University shall be the advancement of education including the conduct and development of a University.

In furtherance of the Object, the University will procure and develop its character deriving from the Church of England Foundation of the Predecessor Institution and ensure that Christian belief and worship continue to have a significant place in the life and work of the University.

- 3.2 The University shall have the following powers (the "Powers"):

- 3.2.1 to provide, on such terms as the University thinks fit, and to admit students to facilities for instruction, study, training and research both full-time and part-time;
- 3.2.2 to assess the performance of persons by examinations and by other means;
- 3.2.3 to provide, upon such terms as the University thinks 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, information technology, books, publications and other things as are suitable or convenient for any purposes of the University;
- 3.2.4 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 considers that there are good grounds for such withholding or withdrawal;
- 3.2.5 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 or dual or joint degrees or awards;

- 3.2.6 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;
- 3.2.7 to provide or cause to be provided accommodation and related facilities for any member of the Staff and Students;
- 3.2.8 to provide for the recreational, social and spiritual needs and general welfare of the Students;
- 3.2.9 to establish subsidiary undertakings, companies, trusts and other legal forms, 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 or legal forms for any purpose which may directly or indirectly further the Object;
- 3.2.10 to the extent permitted by the Charities Act 2011, 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 or Predecessor Institution, 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 Object or Powers;
- 3.2.11 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 Object or Powers; 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;
- 3.2.12 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 Object or Powers;

- 3.2.13 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;
- 3.2.14 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 and to enter into any financial instruments including swaps, hedges, options, caps and any other financial instruments;
- 3.2.15 to undertake, execute and perform any trust or conditions affecting any property of any description of the University whether acquired by gift or otherwise;
- 3.2.16 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;
- 3.2.17 to employ and engage the services of such persons as are considered necessary for furthering the Object or Powers;
- 3.2.18 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, health schemes, welfare benefits and allowances to persons employed or formerly employed by the University, or Predecessor Institution 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;
- 3.2.19 to found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;

- 3.2.20 to promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being Students and to provide opportunities and facilities for persons to undertake study and research;
- 3.2.21 to provide advisory services and centres for information for the use of the Students or members of the Staff or, upon such terms as the University shall think fit, for the use of the public;
- 3.2.22 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;
- 3.2.23 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;
- 3.2.24 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;
- 3.2.25 to provide for the discipline of members of the Staff and Students and provide Regulations for other persons using any of the facilities of the University and to regulate such use in such manner as the University may think fit;
- 3.2.26 to make and publish any Regulations and Procedures for the government and conduct of the University, the Staff and the Students, and to alter, amend, vary, add to or rescind any such Regulations and Procedures as from time to time may be deemed expedient;

- 3.2.27 to prescribe, alter, vary or waive fees, subscriptions and charges of all descriptions to be levied or made by the University;
- 3.2.28 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 Object;
- 3.2.29 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 3.2.30 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;
- 3.2.31 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 the Object;
- 3.2.32 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;
- 3.2.33 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;
- 3.2.34 to pay all expenses, preliminary to or necessary for the formation of the University, the transfer of the assets and undertaking of the Predecessor Institution and the registration of the University;
- 3.2.35 to raise funds. In doing so, the University must not undertake any substantial permanent trading activity that would fetter the University's charitable status and must comply with any relevant statutory regulations;

- 3.2.36 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other person or legal entity;
 - 3.2.37 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 3.2.38 to provide indemnity insurance for the Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 3.2.39 to pay out of the funds of the University the costs of forming and registering the University both as a company and as a charity;
 - 3.2.40 to indemnify any relevant Governor against any liability incurred by them in that capacity, to the extent permitted by the Act and/or the Charities Act 2011. In this article a "relevant Governor" means any Governor or former Governor of the University or to the extent permitted by the Act and/or the Charities Act 2011 a governor of the Predecessor Institution;
 - 3.2.41 to have all the powers of a natural person; and
 - 3.2.42 to do all such lawful things as are necessary or advisable for the attainment or furtherance of the Object or any of them.
- 3.3 Neither the Object nor the Powers shall be restrictively construed and the widest interpretation shall be given to each such Object or Power and neither the Object or the Powers except where the context expressly requires, shall be in any way limited or restricted by reference to or inference from any other Object or Powers or inference from them.
- 3.4 Neither the Object nor the Powers shall be deemed to be subsidiary or ancillary to any of the object or powers specified in any other sub clause and the University shall have full power to exercise each and every one of the Object and Powers.

4. Conflict of Interests

- 4.1 A Governor must declare the nature and extent of any interest, direct or indirect, which they have 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 themselves from any discussions of the Governors in which it is possible that a conflict will arise between their 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 these 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.
- 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, prospective or former members of Staff or Students (as applicable) are being discussed.
- 4.4 There shall be a Register of Governors' Interests maintained by the Secretary. 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.

5. Interests of Governors

- 5.1 Subject to the following paragraphs of this **Article 5**, the income and property of the University, however derived, shall be applied solely towards the promotion of the Object.
- 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 of the Charities Act 2011.
- 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** The Chair of the Board of Governors and the Chairs of the Audit Committee, the People Committee and the Finance and Capital Development Committee (or such replacement or successor committees as may be set up from time to time) may, by a resolution of the Board of Governors, receive benefits for acting as a Governor in their appointed role provided that the financial value of the benefit does not exceed the limits set out in the University's remuneration scheme from time to time and further provided that the Board have 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 it is clearly in the interests of the University that the Governor in question be awarded the remuneration in question; and
- (c) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting and 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 legal entity of which a Governor is a member may receive fees remuneration or other benefit in money or money's worth provided the Governor holds no more than 1% of the issued capital or other ownership of that legal entity.

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 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 their employment or remuneration, or any matter concerning the contract or arrangement; or
 - 5.4.2.2 their performance in the employment or office, or their performance of the contract; or
 - 5.4.2.3 any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted under **Article 5**; or
 - 5.4.2.4 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 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 Governor holds less than 1% of the issued capital.

5.5.2 "University" shall include any company or legal entity 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, sibling, spouse or civil partner of the Governor or any person living with the Governor as their 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.

5.5.6 a "benefit" includes:

5.5.6.1 buying any goods or services from the University

5.5.6.2 selling goods, services, or any interest in land to the University

5.5.6.3 being employed by, or receiving any remuneration from the University

5.5.6.4 receiving any other financial benefit from the University.

6. Members and winding up

6.1 The Members shall be all the Governors from time to time. If a Governor resigns or is removed from office or otherwise ceases to be a Governor for any reason then they will automatically cease to be a Member.

6.2 The liability of the Members is limited.

6.3 Every Member of the University undertakes to contribute to the assets of the University in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the University contracted before they ceased 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.

6.4 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.

6.5 The Members of the University may at any time before, and in expectation of, its dissolution resolve that any net assets of the University after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the University be applied or transferred in any of the following ways:

6.5.1 directly for the Object; or

6.5.2 by transfer to any charity or charities for purposes similar to the Object; or

6.5.3 to any charity or charities for use for particular purposes that fall within the Object.

6.6 Subject to any such resolution of the Members, the Governors may at any time before and in expectation of its dissolution resolve that any net assets of the University after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the University be applied or transferred:

6.6.1 directly for the Object; or

6.6.2 by transfer to any charity or charities for purposes similar to the Object; or

6.6.3 to any charity or charities for use for particular purposes that fall within the Object.

6.7 In no circumstances shall the net assets of the University be paid to or distributed among the Members of the University (except to a Member that is itself a charity) and if no resolution in accordance with **Article 6.5** is passed by the Members or the Governors the net assets of the University shall be applied for charitable purposes as directed by the Court or the Commission.

7. Conduct of the University

7.1 The University shall be conducted in accordance with the provisions of the Act 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 Act or by these Articles required to be exercised by the University in General Meeting.

8. Board of Governors

8.1 The Board of Governors may from time to time make Regulations for the appointment re-appointment and termination of appointment of Governors and for the appointment re-appointment and termination of appointment of the Chair and Deputy Chair, subject to the provisions of Article 10

8.2 Subject to the following sub-paragraphs of this **Article 8.2**, as determined by the Board from time to time, the Board of Governors shall consist of not more than seventeen persons and shall consist of:

8.2.1 the Lord Archbishop of York (or their representative);

- 8.2.2 three nominees recommended to the Governors by the Governance and Nominations Committee (after due consideration of the recommendation of the Foundation Committee), one of whom shall be a Diocesan Nominee and the other two of whom shall be members of the Church of England or a church in communion with it. In the event of a failure by the Foundation Committee to recommend three suitable candidates to the Governance and Nominations Committee by 14 June in the relevant year of appointment (or such other time as agreed by the Governors) or upon a vacancy arising following the early termination of an appointment of any of the nominees within 13 weeks following a request to fill such vacancy (or such other time as agreed by the Governors), the Governance and Nominations Committee shall recommend to the Governors the appointment of person(s) to fill the shortfall who may (at the Governors discretion) be co-opted to the Board for that three year period only by the Governors in addition to the Co-Opted Governors under **Article 8.2.7**;
- 8.2.3 one nominee from The National Society Council;
- 8.2.4 the Vice Chancellor;
- 8.2.5 one Staff Governor who shall be elected by and from the Staff;
- 8.2.6 as a Student Governor the President of the Students' Union; and
- 8.2.7 up to nine Co-Opted Governors appointed under **Article 9.1** below.

9. Co-opted Governors

- 9.1 Each Co-opted Governor shall be appointed by resolution of the Governors passed at a meeting of which not less than 7 days' notice shall have been given.
- 9.2 The majority of Governors appointed under **Article 9.1** shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, commercial or employment matters or the practice of any profession.

10. Removal and Resignation of Governors

- 10.1 A Governor may resign 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 (but only if at least two directors will remain in office).

- 10.2 The Board may pass a resolution for the removal from office of any Governor for conduct which, in the reasonable opinion of the Board, is inappropriate to the holding of such office, and such resolution shall have immediate effect unless stated otherwise.
- 10.3 A person who is proposed to be removed from office as a Governor in accordance with Article 10.2 shall be given a reasonable opportunity of being heard by the Board prior to the decision to remove being taken.
- 10.4 A Governor's term of office shall terminate automatically and immediately if they:
- 10.4.1 are disqualified from or cease to satisfy any conditions for eligibility of such appointment, including but not limited to their eligibility to act as a charity trustee, director under the Act or otherwise under these Articles;
 - 10.4.2 cease to be a Member;
 - 10.4.3 are in the written opinion of a registered medical practitioner treating that person, incapable, whether mentally or physically, of acting as a director;
 - 10.4.4 by reason of their mental health, are subject to a court order which wholly or partly prevents them from personally exercising any powers or rights which that person would otherwise have or
 - 10.4.5 are absent without prior notification to the Chair from three consecutive meetings of the Board of Governors.

11. Terms of Office

- 11.1 Subject to **Article 11.3** below and as in these Articles provided with respect to the determination of office:
- 11.1.1 a Student Governor shall hold office until the earlier of the end of the financial year in which they are appointed or when they cease to be the President of the Students' Union;
 - 11.1.2 a Staff Governor shall hold office for a period of up to three years, such period to expire on 31st July in the relevant year, save that a Staff Governor shall automatically cease to be a Governor when they cease to be a member of the Staff; and

11.1.3 all other Governors (not being Governors ex-officio) shall hold office for a period of up to three years, such period to expire on 31st July in the relevant year if not before.

11.2 Any Governor who has previously held office shall be eligible for re-election, but may not normally hold any one office for more than three consecutive terms of office.

11.3 Any Governor appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place they are appointed.

12. Register of Members and Governors

12.1 The University must keep a register of the Members and the Governors as required by the Act.

12.2 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 their name has been entered in the Register of Members and Governors.

12.3 The name of a Governor shall be removed from the Register of Members and Governors upon their 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.

13. Meeting and Proceedings of Governors

13.1 Meetings

13.1.1 The Governors shall hold at least three meetings in each year. Meetings of the Governors shall be convened by the Secretary. In exercising their functions under this Article the Secretary shall comply with any direction:

13.1.1.1 given by the Governors; or

13.1.1.2 given by the Chair of the Board of Governors or, in their absence or where there is a vacancy in such office, the Deputy Chair of the Board of Governors, so far as such direction is not inconsistent with any direction given as mentioned in **Article 13.1.1.1**.

13.1.2 Any three Governors may, by notice in writing given to the Secretary, requisition a meeting of the Governors; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.

13.1.3 At least fourteen clear days before the date of a meeting, each Governor shall be given:

13.1.3.1 notice in writing thereof, signed by the Secretary, and sent to each Governor at the address provided by each Governor from time to time; and

13.1.3.2 a copy of the agenda for the meeting;

provided that where (i) the Chair of the Board of Governors or, in their absence or where there is a vacancy in such office, the Deputy Chair plus at least one other Governor, or (ii) at least three Governors, so determine on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.

13.2 Officers of the Board of Governors

13.2.1 The Governors shall elect two of their number, not being a Staff or Student Governor or the Vice Chancellor, to be Chair of the Board of Governors acting as Pro Chancellor, and Deputy Chair of the Board of Governors acting as Deputy Pro Chancellor, each of whom shall hold such office until their resignation, their ceasing to be a Governor for any other reason, or the expiry of a period of three years from the date of their appointment, whichever shall first occur. The Governors may also appoint other officers.

13.2.2 Any Governor (not being a Staff or Student Governor or a Vice Chancellor) who has previously held office shall be eligible for re-election, but may not normally hold any one office for more than three consecutive terms of office.

13.2.3 If at any meeting of the Governors neither the Chair nor the Deputy Chair of the Board of Governors (if any) is present the Governors present shall choose one of their number (not being a Staff or Student Governor or the Vice Chancellor) to be Chair of the meeting.

13.3 Quorum

13.3.1 There shall be a quorum when no fewer than eight Governors are present at a meeting, not counting for such purpose any Staff Governor or any Student Governor.

13.3.2 Governors may not appoint alternates.

13.4 Voting

13.4.1 Matters shall be determined by the majority of votes of the Governors present and voting on the question. In case of equality of votes the Chair of the meeting shall have a casting vote whether they have or have not voted previously on the same question but otherwise no Governor shall have more than one vote. Voting by proxy shall not be allowed.

13.4.2 Governors shall not be bound in their speaking or voting by mandates given to them by other persons or bodies.

13.5 Proceedings of Governors

13.5.1 The proceedings of the Governors shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any Governor.

13.5.2 Any resolution of the Governors may be rescinded or varied at a subsequent meeting if due notice of the intention to rescind or vary the same has been given in writing to all the Governors.

13.5.3 If at the time appointed for a meeting a sufficient number of Governors to form a quorum is not present the meeting shall stand adjourned sine die and a meeting shall be reconvened by the Chair of the Board of Governors as soon as is convenient on not less than seven days' notice. Any meeting may be adjourned by resolution.

13.5.4 A meeting of the Board of Governors and its committees may be held either in person or by suitable electronic means which allows all persons participating in the meeting to hear and communicate with each other.

13.6 Procedure at Meetings

13.6.1 A member of the Staff who is a Governor shall withdraw from that part of any meeting of the Governors or a committee of the Governors at which there is consideration of the appointment or promotion of a named person to a post

senior to that which is held by them, or consideration of the suspension, dismissal or retirement of a named person holding such a post.

- 13.6.2 A member of the Staff who is a Governor shall withdraw from that part of any meeting of the Governors at which there is consideration of their remuneration, promotion, suspension, dismissal or retirement.
- 13.6.3 A member of the Staff who is a Governor to whom notice of the termination of their contract has been given by the Governors shall withdraw from that part of any such meeting as aforesaid at which there is consideration of the appointment of her/his successor.
- 13.6.4 The Student Governor shall at the request of the Board of Governors withdraw from that part of any meeting of the Governors or a committee of the Governors at which there is consideration:
 - 13.6.4.1 of the appointment, promotion, retirement, suspension or dismissal of any named member of the Staff or prospective member of the Staff; or
 - 13.6.4.2 of their own exclusion, withdrawal, suspension or expulsion; or
 - 13.6.4.3 of a named Student or prospective Student.
- 13.6.5 Except where material relates to a named member of the Staff or Student, or prospective named member of the Staff or Student, or to matters which the Board of Governors or any committee of the Board, as appropriate, are satisfied should be dealt with on a confidential basis, the following papers of

the Board or any committee of the Board shall be available for inspection by the Students and the Staff:

13.6.5.1 agenda;

13.6.5.2 draft minutes, if they have been approved by the Chair of the meeting;

13.6.5.3 signed minutes; and

13.6.5.4 reports or papers considered at the meetings.

14. Powers and Duties of the Board of Governors

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

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

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

14.1.3 approving annual estimates of income and expenditure;

14.1.4 for the assignment of duties and rights (including without limitation the right of the Vice Chancellor to delegate under **Article 18.5**) and of the appraisal of the Vice Chancellor;

14.1.5 the determination of the policy for pay and general conditions of employment of the Staff;

14.1.6 the appointment of Auditors; and

14.1.7 ensuring that there is an effective framework overseen by the Academic Board to manage the quality of learning and teaching and to maintain academic standards.

14.2 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.

- 14.3 The Board shall establish a Committee or Committees to determine or advise on such matters as the Board may remit to them. The membership of such Committee or Committees shall consist of such Governors or others as the Board shall determine but so that there shall always be a majority of Governors not including Staff or Student governors on such committees.
- 14.4 Committees of the Board may only establish sub-committees subject to the approval of the Board.
- 14.5 No person who is not a Governor shall be the Chair or Deputy Chair of a Committee of the Board.
- 14.6 The Board may, subject to these Articles and the Regulations, delegate to any Committee of the Board, Academic Board or to the Chair or Deputy Chair of the Board or to the Chair or Deputy 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:
- 14.6.1 the determination of the educational character and objectives of the University and for the supervision of its activities; or
 - 14.6.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets; or
 - 14.6.3 approving annual estimates of income and expenditure and the annual report and accounts; or
 - 14.6.4 the appointment of Auditors; or
 - 14.6.5 the recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them; or
 - 14.6.6 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.

15. General Meetings

- 15.1 The Board may, whenever it thinks fit, convene a General Meeting, and a general meeting shall also be convened if it receives a requisition by the Members in accordance with the Act.

16. Notice of General Meetings

- 16.1 A General Meeting 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 these 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 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 90 per cent of all the Members.
- 16.2 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.
- 16.3 Every notice convening a meeting shall be given in accordance with section 308 of the Act that is, in hard copy form or electronic form or by means of a website.
- 16.4 A notice may be given by the University to any Member:
- 16.4.1 personally; or
 - 16.4.2 by electronic form to an email address nominated by that Member; or
 - 16.4.3 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 Secretary to the Board; or

- 16.4.4 (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.
- 16.5 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.
- 16.6 Where a notice is sent by e-mail then 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.
- 16.7 Notice of a General Meeting shall be given in any manner herein before authorised to every Member, Governor 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.
- 16.8 No other person shall be entitled to receive notices of General Meetings.

17. Proceedings at General Meetings

- 17.1 Save as herein otherwise provided, the quorum at any General Meeting shall be eight not counting for such purpose any Member who is a Staff Governor or a Student Governor.
- 17.2** If within an hour from the time appointed for a meeting a quorum is not present, the meeting shall be cancelled and the Secretary shall by notice in accordance with **Article 15.1** summon a new meeting.
- 17.3 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.
- 17.4 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 Deputy 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 9** to be Chair of the General Meeting.

- 17.5** 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 15.1**.
- 17.6 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 of the General Meeting 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 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, 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.
- 17.7 Subject to the provisions of these Articles, if a poll is demanded in the manner referred to in **Article 17.6** 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.
- 17.8 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 17.9 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.

- 17.10 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:
- 17.10.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 17.10.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified their agreement to the resolution; and
 - 17.10.3 it is contained in an authenticated document which has been received at the Registered office within the period of 28 days beginning with the circulation date.
- 17.11 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 17.12 In the case of a Member that is an organisation, its authorised representative may signify its agreement.
- 17.13 The Secretary or a Governor must take minutes of proceedings at all meetings and the minutes must be authenticated and kept in accordance with the requirements of the Act.

18. Chancellor and Vice Chancellor

- 18.1 The Board shall appoint a person, upon such terms and conditions as it thinks fit, who shall be called the Chancellor or such other designation as the Board shall think fit. The Chancellor shall have such functions, responsibilities, rights and obligations as are specified by the Board from time to time including the right to confer degrees of the University.
- 18.2 The Chancellor may resign by writing addressed to the Board and may be removed for good cause by the Board.
- 18.3 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.
- 18.4 Subject to the responsibilities of the Governors, the Vice Chancellor shall be the chief executive of the University, and shall be responsible for:

- 18.4.1 making proposals to the Governors about the educational character and mission of the University, and for implementing the decisions of the Governors;
 - 18.4.2 the organisation, direction and management of the University and leadership and development of the Staff;
 - 18.4.3 the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of Staff other than the Vice Chancellor or the Secretary in accordance with the University's employment policies and procedures;
 - 18.4.4 the assignment of duties of the Staff other than the Vice Chancellor and the Secretary;
 - 18.4.5 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - 18.4.6 preparing annual estimates of income and expenditure, for consideration by the Governors, and for the management of budget and resources, within the estimates approved by the Governors; and
 - 18.4.7 the maintenance of student discipline and the suspension or expulsion of students on disciplinary grounds and for implementing decisions of Academic Board to expel students for academic reasons.
- 18.5 The Vice Chancellor will confer degrees of the University in the absence of the Chancellor.
- 18.6 The Vice Chancellor shall be invited by the Board to preserve and develop the character of the University deriving from the Church of England Foundation of the Predecessor Institution and to ensure that Christian belief and worship continue to have a significant part in the life and work of the University.
- 18.7 Subject to any regulations made by the Governors from time to time, the Vice Chancellor may delegate to anyone the exercise of any or all of the powers or duties delegated to them under these Articles.

19. The Secretary and other officers

19.1 The Board shall appoint the Secretary of the University who shall be the Company Secretary and may suspend or remove such person from that appointment. The Secretary shall act as clerk to the Board and shall report to the Chair of the Board. The Secretary's role may be combined with that of the Registrar as may be agreed by the Board and the Vice Chancellor. If there is to be a separate Secretary and Registrar, the Vice Chancellor shall appoint the Registrar.

20. Appointment of Staff

20.1 The Board shall determine procedures by which all Staff at the University shall be appointed.

20.2 The Board will be responsible for the appointment of the Vice Chancellor and the Secretary. The Vice Chancellor shall be responsible for the appointment of all other of the Staff and the creation of new employment posts. Such appointments and creation of new posts will be conducted in accordance with the University's recruitment policies and procedures and its equal opportunities policy subject to the requirements that the appointees should be supportive of the aims and mission of the University.

21. Contracts of Employment of Staff

21.1 All persons employed by the University shall serve under a written contract of employment and receive written statement of terms and conditions of employment.

22. Suspension, Discipline and Dismissal of Staff

22.1 After consultation with the Staff, the Governors shall make rules setting out:

22.1.1 procedures for the suspension of the Staff;

22.1.2 disciplinary and dismissal procedures for:

22.1.2.1 the Vice Chancellor and the Secretary;

22.1.2.2 for Staff other than the Vice Chancellor and the Secretary

22.2 In any procedure made under **Article 22.1**:

22.2.1 only the Board may deal with suspension, disciplinary or dismissal matters pertaining to the Vice Chancellor and/or the Secretary;

- 22.2.2 the procedures under **Articles 22.1.1** and 22.1.2.2 will define the extent to which the Vice Chancellor may delegate the power to suspend, discipline or dismiss a member of the Staff; and
- 22.2.3 if a member of Staff other than the Vice Chancellor dismisses a member of Staff under the procedure made under **Article 22.1.2.2**, the appeal will be to the Vice Chancellor and, if the Vice Chancellor dismisses a member of the Staff, the right of appeal will be to a panel of the Board.

23. Grievance Procedures

- 23.1 After consultation with the Staff, the Governors shall make rules specifying Procedures according to which the Staff may seek redress of any grievances relating to their employment.
- 23.2 In any procedure made under **Article 23.1** only the Board may deal with grievances raised by the Vice Chancellor or the Secretary.

24. Academic Board

- 24.1 There shall be an Academic Board of not more than 30 members comprising the Vice Chancellor (who shall be Chair) constituted in accordance with the relevant Regulations. The Board shall have powers and duties delegated to it by the Governors.
- 24.2 Unless invited by a resolution of the other members present at the meeting to remain, a Governor who is a Student shall withdraw from that part of any meeting of the Academic Board or of any committee of the Academic Board at which there is consideration of their exclusion, withdrawal, suspension or expulsion for academic reasons.

25. Representation of Students

- 25.1 The Governors shall make arrangements whereby representations on matters of proper concern to the Students may be made by the Students' Union representing students to the Governors, the Academic Board or the Vice Chancellor as may be appropriate.
- 25.2 The Governors shall also make arrangements for the Students' Union to conduct and manage its own affairs and funds in accordance with a constitution approved by the Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Governors.

25.3 The Students' Union shall present audited accounts annually to the Governors.

26. Admission of Students

The Vice Chancellor, in consultation with the Academic Board of the University, shall regulate the admission of students to the University.

27. Accounts and Financial Procedures

27.1 The Governors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the University's applicable Accounting Standards Board or its successors and adhere to the recommendations of the University's applicable Statements of Recommended Practice.

27.2 The Governors must keep accounting records as required by the Act.

28. 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 2011, these Articles and the Regulations.

29. 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.

30. Regulations

30.1 The Board of Governors shall have power to make Regulations concerning such matters as under these 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.

30.2 Provided that:

30.2.1 no Regulation shall have effect if and to the extent that it is inconsistent with these Articles;

- 30.2.2 no Regulations concerning the matters in **Article 24** 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.
- 30.3 Save as provided in **Article 30.1**, 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.

Signed: *Dame Julia Unwin*

Dame Julia Unwin, Chair of the Board of Governors

Dated: 24 November 2022