

Number of }
Company } _____

986761

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

THE POLYTECHNIC OF THE SOUTH BANK

~~XXXXXXXX~~

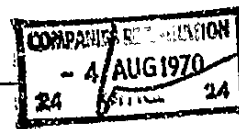
Presented by

Presentor's Reference G/XVII/52012

Bartlett & Gluckstein

199 Piccadilly

LONDON W1V 0AT



Form No. 41
(No filing fee payable)

I, GEOFFREY WALKLEY

of 199 Piccadilly,

LONDON W1V 0AT

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary"

Do solemnly and sincerely declare that I am (a) a Solicitor of the

Supreme Court engaged in the formation of

THE POLYTECHNIC OF THE SOUTH BANK

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~~XXXXXX~~

And that all the requirements of the Companies Act 1948 in respect
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act 1835

Declared at 21 Piccadilly W1V 0AT

in the County of London

the 3rd day of August

one thousand nine hundred and seventy

G. Walkley

Before me,

[Signature]

J. H. FLEMING FOR MESSRS. WALKLEY

Note.—This margin is reserved for binding and must not be written across.



LICENCE BY THE BOARD OF TRADE,

pursuant to Section 19(1) of the Companies Act, 1948

986761

WHEREAS it has been proved to the satisfaction of the Board of Trade that

The Polytechnic of the South Bank

an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by seven members thereof on the twenty fourth day of July 1970, and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, the Board in pursuance of the powers conferred upon them by subsection (1) of the said Section 19, do by this their licence direct that

The Polytechnic of the South Bank

be registered as a company with limited liability, without the addition of the word "Limited" to its name.

SIGNED this thirty first day of July 19 70



An Assistant Secretary of the Board of Trade

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THE COMPANIES ACTS, 1948—1967

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

986761

Memorandum of Association

— OF —

THE POLYTECHNIC OF THE SOUTH BANK

1. The name of the Company (hereinafter called "the Polytechnic") is "The Polytechnic of the South Bank".
2. The registered office of the Polytechnic will be situate in England.
3. The objects for which the Polytechnic is established are:-
 - (A) To establish carry on and conduct a Polytechnic.
 - (B) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social and professional education and training.
 - (C) To provide courses of education both full time and part time for students at all levels of and in all branches of higher education.
 - (D) To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (E) To provide for the recreational and social needs and the health and welfare of students of the Polytechnic.
 - (F) For the purposes aforesaid:
 - (1) To provide teaching or examination rooms, offices, board lodging and all other necessities and

conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the Polytechnic and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.

(2) To take over and conduct for the benefit of the Polytechnic such part of the activities formerly carried on by the existing Colleges as hereinafter defined as may be necessary to carrying out the objects of the Polytechnic.

(3) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.

(4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.

(5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the Polytechnic.

(6) To licence, deal in, and develop any processes, inventions or discoveries in which the Polytechnic or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof, provided that the Polytechnic shall not engage in such dealing and development as a part of its ordinary business.

(7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.

(8) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the Polytechnic, or to any funds or property of which the Polytechnic shall be the Manager or Trustee.

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(9) To invest the monies of the Polytechnic not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give prizes, and to give certificates and diplomas to persons who are or have been students of the Polytechnic and to participate in any arrangements made with any University or Institute of higher education or any other body having the appropriate powers whereby students or former students of the Polytechnic may become qualified to receive any Degrees or other academic qualifications. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Board of Trade or any Government Department except to such extent as may be authorised by the Board of Trade or the Department named or implied.

(11) To make and publish bye-laws, rules and regulations for the government and conduct of the Polytechnic and its students, and to alter, amend, vary add to or rescind any such bye-laws rules and regulations as may from time to time be deemed expedient.

(12) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.

(13) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.

(14) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Polytechnic shall take or hold any property which may be subject to any trusts the Polytechnic shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Polytechnic shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Polytechnic would make it a trade union.
- (iii) In case the Polytechnic shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Polytechnic shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Governors of the Polytechnic shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Governors have been if no incorporation had been effected, and the incorporation of the Polytechnic shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Polytechnic were not incorporated.

4. The income and property of the Polytechnic whencesoever derived, shall be applied solely towards the promotion of the objects of the Polytechnic as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise

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howsoever by way of profit, to the members of the Polytechnic.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Polytechnic or to any member of the Polytechnic in return for any services actually rendered to the Polytechnic nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Polytechnic; but so that subject as hereinafter provided no member of the Council of Governors shall be appointed to any office of the Polytechnic remunerated by salary or fees and no remuneration or other benefit in money or moneys worth shall be given by the Polytechnic to any member of the Council of Governors of the Polytechnic except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Polytechnic; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a member of the Council of Governors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration as Director, Deputy Director, members of the staff or examiners of the Polytechnic does not at any time exceed twelve apply to the payment of such remuneration.

5. No addition, alteration or amendment shall be made to or in the provisions of the memorandum or articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.
6. The fourth and fifth paragraphs of this memorandum contain conditions to which a licence granted by the Board of Trade to the Polytechnic in pursuance of Section 19(1) of the Companies Act, 1948 is subject.
7. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall first have been the subject of consultation between the Council of Governors and the Authority (as defined in the Articles of Association) and secondly have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade. Before initiating a proposal for an addition, alteration or amendment as aforesaid the Council shall consult any other interest directly affected.
8. The liability of the members is limited. ✓

9. Every member of the Polytechnic undertakes to contribute to the assets of the Polytechnic, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Polytechnic contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

10. If upon the winding up or dissolution of the Polytechnic 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 Polytechnic, but shall be given or transferred to some other charitable institution or institution having objects similar to the objects of the Polytechnic 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 Polytechnic under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Polytechnic at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

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Names,

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WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Harold Charles Shearnan
4 Selborne Road New Malden Surrey.
Knight
Deputy Lieutenant

HAROLD CHARLES SHEARNAN

William Hugh Beeton
17, Havewood Rd., South Croydon.
Chartered Administration
(Retd.)
WILLIAM HUGH BEETON

Albert Henry Mumford K.B.E.
27 Grendon Gardens
Wembley Park, Middx.
Chartered Engineer
ALBERT HENRY MUMFORD

Stanley Wilfred Mayne
9 Kings Hall Road
Beckenham, Kent
Retired
BR 3 1LT STANLEY WILFRED MAYNE

Elliott Morley Heap,
The Hall,
Havering-atte-Bower,
NR. Romford, Essex.
Retired
ELLIOTT MORLEY HEAP

William George Overend,
The Retreat
Nightingales Lane, Chalfont St Giles
Bucks.
University
Professor.
WILLIAM GEORGE OVEREND
Vivian Pereira - Mendonça
183 Salmon Street
Kingsbury London NW9
College Principal
VIVIAN PEREIRA-MENDONÇA

DATED the 11th day of July 1970

WITNESS to the above Signatures :-

Leah J. Packer :-
115, Boxgrove Road.
Oppingham, Nant.

Christina Scurry

986761

THE COMPANIES ACTS, 1948—1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

THE POLYTECHNIC OF THE SOUTH BANK

1. The number of Members with which the Polytechnic proposes to be registered is 50, but the Council of Governors may from time to time register an increase in the number of Members.
2.
 - (1) The subscribers to the Memorandum of Association of the Polytechnic shall be Members of the Polytechnic.
 - (2) Any person who is for the time being a Governor shall be qualified to become a Member of the Polytechnic.
 - (3) Any person may, after becoming qualified to become a Member of the Polytechnic, signify by writing to the Secretary his desire to become such Member, and the Secretary shall thereupon enter the name of such person in the books of the Polytechnic, and upon such entry that person shall become a Member accordingly.
 - (4) Any Member who shall cease to be a Governor shall ipso facto cease to be a Member of the Polytechnic and his name shall be removed from the list of Members accordingly.
3. The Polytechnic is established for the purposes expressed in the Memorandum of Association.

INTERPRETATION

4. These Articles and any bye-laws rules or regulations made hereunder shall be construed with reference to the provisions of the Companies Acts 1948 to 1967 and terms used herein and therein shall be taken as having the same respective meanings as they have when used in those Acts.

5.

In these Articles and in any bye-laws rules or regulations made hereunder where the context so admits the following expressions have the following meanings:-

The Polytechnic means The Polytechnic of the South Bank.

The Authority means The Inner London Education Authority or other body for the time being discharging the functions presently discharged by that body in relation to the existing Colleges

"Member" means a Member of the Polytechnic as provided in these Articles.

The Council means the Council of Governors provided for by Article 6 hereof

Governor means a member for the time being of the Council of Governors

The Existing Colleges means the Borough Polytechnic, the Brixton School of Building, the City of Westminster College and the National College for Heating, Ventilating, Refrigeration and Fan Engineering.

The Director means the Director of the Polytechnic referred to in the First Schedule to these Articles

The Academic Board means the Academic Board of the Polytechnic referred to in Article 24(b).

The Students' Union means the Students' Union of the Polytechnic referred to in Article 29(2) and the Second Schedule to these Articles

The Clerk means the Secretary of the Polytechnic referred to in Article 28 in his capacity as Clerk to the Council.

The Act means the Companies Act, 1948.

THE COUNCIL OF GOVERNORS

(1) The Polytechnic shall be governed in accordance with these Articles by the Council of Governors.

(2) The First Council of Governors shall comprise the following persons who shall hold office unless otherwise specifically provided for the periods mentioned in Article 8 hereof :-

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- (a) Three persons appointed by the Authority
namely:-

Mr. B. Hayhoe, CEng, MIMechE
Sir Harold Shearman, MA., DL.
Mr. Anthony Lloyd, QC.

- (b) One person appointed by the Regional Advisory
Council for Technological Education, London
and Home Counties, namely:-

Alderman Robert Taylor

- (c) One person appointed by the Central Governing
Body of the City Parochial Foundation, namely:-

Col. J.A. Davies, OBE, CEng, FIMechE, FIEE, MIProd.E,
FBIM, RSMA.

- (d) One person appointed by the Senate of the
University of London, namely:-
Professor W.G. Overend, DSc.

- (e) One person appointed by the Senate of the
University of Kent, namely:-

Professor W. Hagenbuch.

- (f) One person appointed by the Council of
Engineering Institutions, namely:-

Mr. W.D. Opher, CBE, CEng, FIMechE, FIProdE.

- (g) One person appointed by the Governing Body of
that part of the Brixton School of Building
not incorporated in the Polytechnic, namely:-

E.L. Jones, MBE.

- (h) Two persons appointed by the Students Unions of
the Existing Colleges, namely:-

Mr. M. Holliday
Mr. A.J. Werrell

- (i) Four persons elected by and from the Transitional
Academic Board of the Existing Colleges, namely:-

Mr. J.S. Bevan, MA(Oxon), MSc. AInstP.
Mr. R. Briottet, LIC. DROIT. DIPinLAW.
Dr. G.E.G. Campling, PhD. BSc. AMBIM.
Mr. R.F. Lane, BSc(Est.Man.), FRICS.

- (j) Two persons elected by and from the full-time
members of the academic staffs of the Existing
Colleges, namely:-

Dr. S. Cotson, BSc. PhD. FRIC.
Mr. I.F. Spence, BSc. BSc(Econ), DRTC. CEng. FIEE.

- (k) The Principals of the Borough Polytechnic, The Brixton School of Building and the City of Westminster College and the Head of the National College for Heating Ventilating Refrigeration and Fan Engineering, in a personal capacity so long as they remain in the full-time service of their present College or of the Polytechnic, namely:-
- V. Pereira-Mendoza, MScTech, CEng, FIEE.
 D.A.G.Reid, CBE, BSc(Eng), CEng, FICE, FISTructE, FIOB.
 A.J.Shawcross, BA, FACCA, FCCS.
 D.R.Scott, MSc. PhD. FInstP. CEng. AMIMinE. Minstr.
 AMIHVE AMEIE.
- (l) Twelve Governors, three appointed by the Governing Bodies of each of the Existing Colleges, namely:-
- Mr. W.H. Beeton, CMG, BSc.
 Sir Albert Mumford, KBE, BSc, CEng, FIEE.
 Mr. D.P. Sayers, BSc, CEng, FIEE, FIMEche, Minstr.
 Mr. W.C. Andrews, OBE, FICE, FISTructE.
 Mr. P.H. Bennett, MA, FRIBA.
 Mr. J.B. Cannell, FRICS
 Mr. L. Welsh
 Mr. S. Mayne
 Mr. F.H.J. Wileman, OBE, LLB, FCIS, FIARb FRSA.
 Mr. J.W. Cooling, MSc(Tech), CEng, FIMEche, FIHVE.
 Mr. E.M. Heap, Meng, CEng, FIMEche, Minstr, FIHVE.
 Mr. M. Geoffrey Woods, OBE.
- (m) Two persons being Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress, namely:-
- (n) Two persons to be co-opted by the Council in its discretion:-
- (o) The Director of the Polytechnic, and his deputy, when appointed:-

PROVIDED ALWAYS:-

- (i) The members of the First Council of Governors specified in sub-clause (i) above shall retire and be replaced by persons appointed by the Academic Board under Articles 6 (3) (k) hereof as soon as possible after the formation and convening of the Academic Board.
- (ii) The members of the First Council of Governors specified in sub-clause (j) above shall retire and be replaced by two Governors elected by the Academic Staff of the Polytechnic under Article 6 (3) (l) hereof as soon as possible after formation.
- (iii) The members of the First Council of Governors

specified in sub-clause (h) above shall retire as soon as possible after the formation of the Students Union and the election of a President and be replaced by two Governors under Article 6 (3) (j) and (m) hereof.

(iv) Of the Governors appointed under sub-clauses (l) (m) and (n) four shall retire on 1st July 1971, four on 31st July, 1972, four on 31st July, 1973 and the remainder on 31st July 1974, those to retire in each year to be determined, in the absence of agreement, by lot.

PROVIDED FURTHER that nothing herein contained shall prevent the persons appointed or elected as aforesaid from being the same persons as shall retire as Governors under the said provisions.

(3) Subject as aforesaid the Council shall comprise the following Governors:-

(a) Three Governors appointed by the Authority.

(b) One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, representing other local Education Authorities in the region.

(c) Not more than sixteen co-opted Governors of whom not less than twelve shall have industrial, commercial or professional experience related to the work of the Polytechnic and of whom at least two shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress.

(d) One Governor appointed by the Central Governing Body of the City Parochial Foundation.

(e) One Governor appointed by the Senate of the University of London.

(f) One Governor appointed by the Senate of the University of Kent.

(g) One Governor appointed by the Council of Engineering Institutions.

(h) One Governor appointed by the Governing Body of the Brixton School of Building or other body for the time being exercising the functions of that part of the Brixton School of Building which is not incorporated in the Polytechnic.

(i) The Director, and his deputy,
ex officio.

(j) The president of the Students
Union, ex officio.

(k) Four Governors appointed by the
Academic Board, being members of that
Board.

(l) Two Governors elected by the
academic staff of the Polytechnic
in accordance with arrangements
agreed from time to time by the
Council with the said academic
staff, being members of the full
time academic staff of the
Polytechnic.

(m) One Governor appointed by the
Students' Union, who shall be a member
of the Students' Union attending a full
time course at the Polytechnic.

7. Save where otherwise provided by the foregoing
Article, an appointed Governor need not be a member
of the appointing body.

TERMS OF OFFICE OF GOVERNORS

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

(a) In the case of a Governor appointed by the
Authority until his re-appointment or the appointment
of his successor as a Governor, which re-appointment
or appointment may be made at any time after the
ordinary day of retirement of members of the Greater
London Council consequent upon a general election of
members of that Council next after his appointment
as a Governor.

(b) In the case of a person who is a Governor
ex officio, until he ceases to hold the office by
reason of the holding of which he is a Governor.

(c) In the case of an appointed or elected
Governor who is required by the provisions of
Article 6 to hold some other qualification, (other
than a Governor under paragraph (m) of Article 6 (3))
the period of three years, or the period until he
shall cease to hold the said qualification, whichever
shall be the shorter.

(d) In the case of a Governor appointed
under Article 6 (3) (m), the period of one year or
the period until he shall cease to be a student
of the Polytechnic whichever shall be the shorter.

(e) In the case of a Governor appointed under
Article 6 (3) (c), the period of four years.

- (f) In the case of any Governor not falling under any of the previous paragraphs of this Article, the period of three years or the period ending with the appointment of his successor (whichever is the longer), subject nevertheless as provided in Article 6(2)(iv).
9. Any out-going Governor may, if at the time of re-appointment or re-election he is qualified in accordance with Article 6, be re-appointed or re-elected as a Governor.

PERSONS INELIGIBLE TO BE GOVERNORS

10. Notwithstanding the foregoing provisions of these Articles

(a) No person who is for the time being employed by the Polytechnic shall be eligible to be a Governor other than an ex officio Governor or a Governor appointed or elected pursuant to Article 6 (3) (k) or (l) or a Governor serving in a personal capacity under Article 6 (2) (k).

(b) No person who is the mother, father, brother, sister, wife, husband, or child of an employee of the Polytechnic shall be eligible to be a Governor unless the Council shall by resolution otherwise determine.

DETERMINATION OF OFFICE AND
RESIGNATION OF GOVERNORS

11. (1) Any Governor other than an ex officio Governor who is absent from all meetings of the Council during a period of one year, commencing on the date of the meeting from which he was first absent, shall cease to be a Governor at the end of the meeting next ensuing after the expiry of that year unless the Council shall at that meeting otherwise decide.

(2) Any Governor who :

(a) becomes bankrupt

(b) makes any arrangement or composition with his creditors generally

(c) becomes of unsound mind,

(d) in the opinion of the appointing body is incapacitated from acting,

shall thereupon cease to be a Governor.

(3) Any Governor may resign from his Governorship at any time by giving written notice of resignation to the Clerk.

(4) No person shall be disqualified from holding office as a Governor by reason of his

having attained the age of 70 years or any other age.

12. Every vacancy in the office of an appointed or elected Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing or electing body, which shall thereupon be entitled to appoint or elect a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place he is appointed or elected.

ORDINARY GENERAL MEETINGS

13. The first general meeting shall be held at such place and at such time not being more than three months after the incorporation of the Polytechnic as may be determined by the Council.
14. Subsequent ordinary general meetings (herein called annual general meetings) shall be held in the month of July in every year, or so soon thereafter as possible, at such place as may be determined by the Council and not more than fifteen months shall elapse between the date of one annual general meeting of the Polytechnic and that of the next.
15. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Polytechnic other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Polytechnic in general meeting, to such persons as are under the articles of the Polytechnic entitled to receive such notices from the Polytechnic.

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

- (a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that

meeting of all the Members.

16. At the first general meeting and any subsequent annual general meeting fifteen Members of whom at least eight shall not be members of the staff or students shall be a quorum.

EXTRAORDINARY GENERAL MEETINGS

17. The Council may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened by the Council on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council to form a quorum any member of the Council or any two Members of the Polytechnic may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
18. At any extraordinary general meeting summoned on requisition one half of the requisitionists shall be a quorum, but in all other cases fifteen Members shall be a quorum at an extraordinary general meeting, of whom at least eight shall not be members of the staff or students.

CONDUCT OF BUSINESS AT GENERAL MEETINGS

19. The Chairman of the Council or in his absence the Vice-Chairman of the Council shall take the chair at all meetings of the Polytechnic. Provided that at any meeting of the Polytechnic at which neither the Chairman nor the Vice-Chairman of the Council shall be present the meeting shall appoint as chairman of that meeting one of the Governors who are present thereat.
20. Every Member shall have one vote, except that in any case of equality of votes on a division the chairman shall have a second or casting vote. Votes shall be given personally and not by proxy.
21. No person shall vote on any matter in which he has a pecuniary interest, or debate on such matter without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.
22. The proceedings at any meeting shall not (provided no requirement of the Act has been infringed) be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise, or any want of qualification in any of the persons present or voting thereat.

POWERS AND DUTIES OF THE COUNCIL OF GOVERNORS

23. Subject to the powers of the Members in general meeting, the Polytechnic and the property

and affairs thereof shall be under the control and management of the Council, and the Council shall carry on and conduct the Polytechnic in accordance with the provisions of the Education Act 1944 and any statutory amendment or re-enactment thereof for the time being in force, and any relevant orders or regulations and in accordance with the Memorandum and Articles of Association of the Polytechnic, and shall exercise all the powers of the Polytechnic whatsoever save only such powers as under the Memorandum and Articles of Association of the Polytechnic or under the Act are required to be exercised by the Polytechnic in general meeting.

24. Without prejudice to the generality of the foregoing Article, the Council shall have the following powers, namely:-

(a) Power and duty to give effect to the transitional provisions set out in the Fourth Schedule hereto.

(b) Power and the duty to set up an Academic Board of such composition as the Council shall from time to time determine, and power subject to paragraph (d) hereof to delegate to that Board such powers and functions as the Council shall think fit and to make rules and regulations for the conduct of the proceedings of such Board and to determine in consultation with the Board the Academic structure of the Polytechnic which until the Council shall otherwise so determine be organised in Departments and Departments shall be grouped into Faculties.

Provided that unless and until the Council shall otherwise determine, the Academic Board shall be of the composition, exercise the powers and functions, and be subject to the rules and regulations set out in Schedule 3 hereto and no addition alteration or amendment shall be made thereto except after consultation with the Authority and after the same shall have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade.

(c) Power to make such arrangements as the Council shall deem necessary to establish and maintain machinery for the consultation of industry, commerce, the professions, the universities, other educational establishments and research organisations, including where appropriate the appointment of Advisory Committees with members from one or more of the above fields. Such committees shall have the right of direct access to the Council, the Academic Board and the Director.

(d) Power to appoint such other committees as the Council thinks fit (including where appropriate Committees with a Membership which includes represen-

tatives of the Student Union) and to determine their membership and functions. Any Committee so appointed may establish sub-committees and determine their Membership and functions. Provided always that the Council shall not delegate any of the following matters:-

- (i) The appointment or dismissal of the Director, his deputy and the Secretary,
- (ii) The termination of appointment of members of the Academic Staff, the Academic Registrar, the Chief Librarian and the Finance Officer.
- (iii) Approval of the annual estimates,
- (iv) Alteration, amendment, addition to these Articles and any regulations contained therein or made thereunder.

and (except to a committee which consists exclusively of Governors)

- (v) the termination of the membership of any Member of the Polytechnic
 - (vi) the doing of any act or thing which under or by virtue of any provision of the Companies Acts, 1948 to 1967 is required to be done by the Council
 - (vii) the authorisation of the expenditure of any moneys of the Polytechnic except within such limits as the Council shall consider reasonably necessary for the proper performance of their functions by the Academic Board or any such committee or person and shall notify them accordingly.
- (e) Power to provide maintain and regulate the building premises furniture and equipment and all other means required for carrying on the work of the Polytechnic, including appropriate amenities for students and staff, residential accommodation and social and athletic facilities.
- (f) Power to acquire or dispose of any property real or personal on behalf of the Polytechnic in any manner authorised by the Memorandum of Association.
- (g) Power to enter into, vary, carry out and cancel contracts on behalf of the Polytechnic.
- (h) Power to administer all property, securities and monies held by the Polytechnic and to carry out, administer and execute any trust or discretion undertaken by the Polytechnic, and in particular to authorise the establishment of any fund or funds for such purposes connected with the Polytechnic as it may approve and to authorise expenditure therefrom, provided that the accounts of any such fund or funds shall be audited annually to the satisfaction of the Council.

(i) Power to apply to the Authority for a grant in aid of the functions of the Polytechnic on conditions prescribed by the Authority from time to time in consultation with the Council and if necessary the Secretary of State for Education and Science.

26.

(j) Power to incur expenditure within the limits of the total resources available to the Polytechnic. Provided that all schemes for the provision of new buildings or premises to be financed by capital or revenue grants by the Authority shall first be submitted to the Authority for approval.

(k) Power subject to the provisions of Schedule 1 to appoint academic and other staff of the Polytechnic on such conditions of service and at such remuneration as the Council shall prescribe from time to time after consultation with the Authority, and subject to national and local agreements.

27.

(l) Power subject to the provisions of Schedule 1 to suspend or terminate the employment of any staff of the Polytechnic.

(m) Power subject to the provisions of Schedule 2 to suspend a student from a course of education or to instruct him to withdraw therefrom or to expel or to refuse re-admission to any student of the Polytechnic whether on academic or other grounds.

(n) Power to make and from time to time to repeal or alter rules and regulations for the management and conduct of the Polytechnic and the affairs thereof and as to the conduct and discipline of the staff and students thereof, and as to the duties of any officers servants and employees of the Polytechnic, and as to the conduct of business by the Council or any committee, and generally as to any of the matters or things within the powers or under the control of the Council, provided that the same shall not be inconsistent with the Memorandum and Articles of Association of the Polytechnic and that no addition alteration or amendment to the regulations contained in the First and Second Schedules hereto shall be made without prior consultation with the Authority and after the same shall have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade.

(o) Power to exercise all the powers of the Polytechnic to borrow money, and to mortgage or charge its undertaking and property or any part thereof.

(p) Power generally to do all things necessary or expedient for the due conduct of the affairs both academic and administrative of the Polytechnic not herein otherwise provided for.

PROCEEDINGS OF THE COUNCIL OF GOVERNORS

25.

The first meeting of the Council shall be held as soon as possible after the incorporation of the Polytechnic.

26. The Council shall at its first meeting, and thereafter at the first ordinary meeting following the expiry of each academic year, elect from its number a Chairman and a Vice-Chairman, each of whom shall hold office until the next election of a Chairman and Vice-Chairmen but shall be eligible for re-election. Any Governor other than the Director, his deputy, a member of the academic staff or a student, shall be eligible for election as Chairman or Vice-Chairman. If a vacancy shall occur in the office of Chairman or Vice-Chairman the Council shall at its next meeting elect from its number a new Chairman or Vice-Chairman as the case may be for the unexpired term of office.

MEETINGS OF THE COUNCIL

27. (1) Ordinary meetings of the Council shall be held at such times as may from time to time be thought fit by the Council provided that in each year not less than three ordinary meetings be held, one in each academic term.

(2) A special meeting may at any time be summoned by direction of the Council or the Chairman for the time being or at the request in writing of any three Governors. No business shall be transacted at any special meeting other than business specified in the notice summoning the meeting and any business incidental thereto.

(3) Every meeting, whether ordinary or special, shall be summoned by notice in writing, delivered or addressed and posted to each Governor stating the place day and hour of the meeting and the business to be transacted. In the case of an ordinary or special meeting such notice shall be delivered or posted seven clear days before the date of the meeting (or in the case of an adjourned meeting immediately after the original meeting).

(4) The Chairman, or in his absence, the Vice-Chairman shall preside at meetings of the Council, but if both are absent for any meeting or part of a meeting a chairman shall be appointed for that meeting or part of a meeting by the Governors present.

(5) The proceedings of the Council shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election appointment or qualification of any Governor or by any accidental want of service of a notice of the meeting on any Governor.

(6) There shall be a quorum for an ordinary meeting if fifteen Governors of whom at least eight shall not be members of the staff or students are present at the time when the meeting proceeds to business. Unless the Council shall otherwise decide there shall be a quorum for a special meeting if fifteen Governors of whom at least eight shall not be members of the staff or students are present at the time when the meeting proceeds to business. If within half an hour of the time fixed for the commencement of any meeting a quorum has not been constituted the meeting shall stand adjourned to such other day and time as the majority of those present may

determine, or in the absence of a decision until the same day and hour in the following week.

28.

(7) Any meeting may be adjourned as may be thought fit.

(8) All questions shall be decided by the votes of the majority of the Governors present and voting thereon. In the case of equality of votes, the Chairman of that meeting shall have a second or casting vote.

(9) The Council shall cause minutes to be kept of the proceedings at general meetings of the Polytechnic and at meetings of the Council and all Committees and the same when agreed by the next general meeting of the Polytechnic or meeting of the Council or Committee, as the case may be, and signed by the Chairman of that meeting shall be conclusive evidence of the matters stated therein.

29.

(10) Any Governor, having any pecuniary interest, whether direct or indirect, in any contract or other matter to be discussed at a meeting at which he is present, shall as soon as practicable disclose the fact of his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. A Governor shall not be treated as having a pecuniary interest in a matter by reason only of his being a member of the Staff or a student at the Polytechnic if his interest is no greater than that of the members of the Staff or students, as the case may be in general. No payment shall be made in respect of any work or service to any member of the Council without the authority of a prior resolution of the Council nor shall any such payment be made or authorised except in accordance with the provisions of Clause 4 of the Memorandum of Association.

30.

(11) Unless invited by a resolution of the Governors present at the meeting to remain, any Governor who is a student of the Polytechnic shall withdraw from that part of any meeting of the Council, or committee of the Council, at which there is consideration of the conditions of service, the appointment or promotion, suspension or dismissal of any member of the Staff of the Polytechnic.

31

(12) The Education Officer of the Authority or his representative shall be entitled to attend and speak at meetings of the Council.

(13) Save as aforesaid, the Council may regulate the despatch of its business, adjourn and otherwise regulate its meetings as it thinks fit.

THE SECRETARY

28. (1) The Council shall appoint or engage a Secretary and an Assistant Secretary of the Polytechnic upon such terms as the Council thinks fit.
- (2) The Secretary shall act as Clerk to the Council, and in that capacity shall discharge such duties as are imposed upon him by the Council.
- (3) The Secretary shall also act as Chief Administrative Officer, in which capacity he shall discharge such duties as are imposed upon him by the Director.

ADMINISTRATIVE AND ACADEMIC STAFF AND STUDENTS

29. (1) The provisions as to the appointment employment suspension and dismissal of administrative and academic staff of the Polytechnic set out in Schedule 1 to these Articles shall subject to the powers of the Council set out in Article 24 (n) be taken as the first regulations made by the Council in that behalf.
- (2) The provisions as to the exclusion, suspension expulsion and consultation of students of the Polytechnic and as to the Students' Union of the Polytechnic set out in Schedule 2 to these Articles shall subject to the said powers of the Council be taken as the first regulations made by the Council in that behalf.

SEAL

30. The Council shall provide a common seal for the purposes of the Polytechnic which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Polytechnic shall not be affixed to any instrument except pursuant to a resolution of the Council and in the presence of two Governors who shall sign every instrument to which the seal is affixed in their presence and every such instrument shall be countersigned by the Secretary.

ACCOUNTS

31. The Council shall cause true accounts to be kept:
- (a) of all monies received and expended by the Polytechnic and the matters in respect of which such receipts and expenditure take place, and
- (b) of the assets and liabilities of the Polytechnic and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments, and

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(c) of all sales and purchases of goods by the Polytechnic.

Such books of account shall be kept as are necessary to give a true and fair view of the state of the Polytechnic's affairs and to explain its transactions.

32. The Polytechnic may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Polytechnic may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
33. The Council shall lay before the annual general meeting of the Polytechnic in each year an income and expenditure account of the Polytechnic and a balance sheet for the year ending on the previous 31st July. Such account and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Polytechnic and a report of the auditors and the balance sheet accounts and reports shall comply with the provisions of the Companies Acts, 1948 to 1967. A copy of every balance sheet together with copies of the said account and reports shall not less than twenty one clear days before the date of the meeting before which such balance sheet account and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Polytechnic.

AUDITORS

34. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1967.

NOTICES

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

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

WINDING UP

38. The provision of Clause 10 of the Memorandum of Association relating to the winding-up or dissolution of the Polytechnic shall have effect and be observed as if the same were repeated in these Articles.

THE FIRST SCHEDULE

Regulations relating to the appointment, employment, suspension and dismissal of academic and other staff of the Polytechnic.

1. Appointment of Director, and Deputy or Assistant Directors

(1) The Council shall appoint the Director of the Polytechnic who shall be a person approved by the Authority.

(2) The Council may appoint one or more Deputy or Assistant Directors of the Polytechnic.

2. Functions of Director, Deputy or Assistant Directors

(1) The Director shall be responsible, under the general direction of the Council for the development, organisation, management and conduct and discipline of the Polytechnic.

(2) The Deputy or Assistant Directors shall be responsible under the general direction of the Director, for such aspects of the organisation, management and conduct of the Polytechnic as may be assigned to them from time to time by the Director and one of them shall act for the Director in all respects in the Director's absence.

3. Appointment and Promotion of academic and other staff other than the Director his deputy and the Secretary

(1) Teaching and non-teaching members of the staff shall be appointed by the Council within the approved staff establishments. The Council shall delegate to the Director the responsibility for the appointment and promotion of members of staff, subject to the following provisions:-

(a) The Council after having sought the advice of the Academic Board shall approve arrangements under which the Director shall act in the appointment of members of the academic staff.

(b) The Council shall be represented on the selection committee for appointment of Deans of Faculties, Heads of Departments, Academic Registrar, Chief Librarian and such senior administrative staff as the Council may determine, but such appointments shall require the confirmation of the Council.

(c) The appointment and promotion of members of the non-academic staff shall be dealt with under such arrangements as have been approved by the Council after having sought the advice of the Director and

of the Secretary of the Polytechnic.

(2) All members of the staff of the Polytechnic shall be employed by the Council in accordance with and subject to such conditions of service as the Council may determine and publish from time to time after consultation with the representatives of the staff concerned.

4. SUSPENSION OF MEMBERS OF THE STAFF

(1) The Chairman of the Council (or in his absence the Vice-Chairman) together with not less than two other Governors may pending an enquiry suspend from office the Director or the Secretary.

(2) The Director may pending an enquiry suspend from office or employment a Deputy Director, the Chief Librarian, the Academic Registrar or any member of the academic staff of the Polytechnic.

Provided that (a) any such suspension under sub-clause (1) shall forthwith be reported to a special meeting of the Council which shall be convened for the purpose as soon as possible, and to the Authority, (b) any suspension under sub-clause (2) shall forthwith be reported to the Chairman of the Council and (c) a person suspended from office or employment as aforesaid shall be entitled to receive full salary during his suspension.

(3) Subject as aforesaid the procedure for the suspension of any member of the staff of the Polytechnic shall be determined by the Council in its discretion.

5. TERMINATION OF THE APPOINTMENT OF MEMBERS OF THE STAFF

(1) The Council may terminate the appointment of the Director, a Deputy Director, the Secretary, the Chief Librarian, the Academic Registrar or any member of the academic staff of the Polytechnic.

(2) (a) The Council may and shall, if requested by the person concerned, refer the case before such dismissal to a committee (hereinafter called the Disciplinary Committee) who shall examine the case and report to the Council thereon.

(b) The Disciplinary Committee shall consist of six members, equally representative of the Council and of the Academic Board, who shall be chosen by ballot from a Standing Panel which shall consist of six persons, not being members of the Academic Staff, appointed annually by the Council, and six members of the Academic Board appointed annually by the Academic Board.

(c) The findings of the Disciplinary Committee shall be made known to the person concerned. A recommendation of the Disciplinary Committee to

dismiss shall require the confirmation of the Council to whom the person concerned shall have a right of appeal. A decision of the Council to dismiss the Director, a Deputy or Assistant Director, the Secretary, the Chief Librarian the Academic Registrar or the Finance Officer shall be subject to confirmation at a second meeting of the Council to be held not less than seven nor more than fourteen days after the meeting at which the decision was taken. In the case of the Director and the Secretary, the Governors shall consult the Authority before arriving at a decision to dismiss.

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(d) The person concerned shall have the right to be heard in person by and to call and examine witnesses before the Disciplinary Committee and by the Council of Governors and may be accompanied on both occasions by a friend who may speak on his behalf.

(e) The Disciplinary Committee or the Council as the case may be, shall give not less than fourteen days' notice in writing to the person concerned of the meeting for the hearing of the case and shall provide him with particulars of the allegations made against him.

(3) The power of suspension and dismissal of members of the non-teaching staff shall rest with the Council who shall as soon as practicable determine and publish methods of procedure after consultation with the representatives of staff concerned. The exercise of this power in respect of certain classes or grades of staff may be delegated by the Council to the Director or to the Secretary. Provision shall be made for the person concerned to have a right of hearing where dismissal is under consideration and a right of appeal against a decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf.

(4) Subject to the provisions of these Articles, the procedures for the suspension or dismissal of staff shall as soon as practicable be determined and published by the Council after consultation with the Academic Board and the Authority, and shall take into account local and national agreements affecting the conditions of service of teaching and non-teaching staff.

(5) No right of appeal under this Article shall apply to the following categories of staff:

(i) temporary staff having less than one year's continuous service.

(ii) permanent staff on probation.

(6) All complaints made against members of the staff shall be dealt with according to a procedure determined by the Council and made known to the staff.

THE SECOND SCHEDULE

Regulations relating to the Students' Union of the Polytechnic and to consultation with and the exclusion suspension and expulsion of students of the Polytechnic.

1. The Students' Union

(i) There shall be a Students' Union the membership, powers and responsibilities of which shall be regulated in accordance with a Constitution. The first Constitution shall be prepared and agreed by the Students' Unions of the Borough Polytechnic and the National College for Heating, Ventilating, Refrigeration and Fan Engineering, the Brixton School of Building and the City of Westminster College, and submitted to the Council for approval. Subsequently, the Constitution may be amended by the Students' Union of the Polytechnic, subject to the approval of the Council.

The Students' Union shall conduct and manage its own affairs and finances in accordance with the Constitution.

(ii) The Students' Union shall have the right to make representation on matters of proper concern to the students either in writing, or by invitation, orally, to the Council, the Academic Board or the Director.

In addition elected representatives of the Union shall have the right of direct access to the Director.

(iii) The Council shall appoint a Committee for Student Affairs consisting of members of the Council, members of the Academic Board and representatives of the Students' Union in such proportion as the Council may determine.

The Committee shall meet at least once in each term under the chairmanship of the Director.

The Committee shall have power to make recommendations direct both to the Council and to the Academic Board. The submission of any matter for consideration by the Committee shall not of itself preclude the right of the Students' Union to make representation to and to present information directly to the Council or to the Academic Board.

2. Disciplinary Procedure

The Council shall make rules governing disciplinary procedure which shall provide, inter alia, the following:-

The Director shall in accordance with his responsibilities as defined in the First Schedule hereto be primarily responsible for student discipline and shall have the power to suspend a student for a period of up to one month, subject to reporting any such action forthwith to the Chairman of the Council.

The Director may refer any case to the Students' Disciplinary Committee to be established by the Council and may suspend a student pending the hearing of the case. The Students' Disciplinary Committee shall have power to suspend or expel a student and to consider an appeal by a student against suspension ordered by the Director within his authority.

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The Students' Disciplinary Committee which shall appoint its own chairman shall comprise two members of the Council who are neither members of the academic staff nor students, two academic staff and two students. The Committee shall be formed from a panel appointed annually by the Council consisting of four members of the Council (not being members of the academic staff or students), four members of the academic staff and four representatives of the Students' Union of whom one shall be the President of the Union. The Director shall not serve as a member of the panel or of the Disciplinary Committee.

The student shall have a right to be heard in person and to be accompanied by a friend who may speak on his behalf before any meeting of the Students' Disciplinary Committee. He shall also have a right of appeal to the Council, including the right to be heard in person and to be accompanied by a friend who may speak on his behalf, against any decision on an appeal made to the Committee against suspension ordered by the Director within his authority. Whether or not an appeal is made the facts of the case shall be reported to the Council.

The Students' Disciplinary Committee shall hear a case within seven days of its submission.

Members of the Council who were present at a prior meeting of the Students' Disciplinary Committee which considered a case shall not take part as governors in a subsequent meeting of the Council to consider an appeal.

3. Exclusion of Students on Academic Grounds

When a recommendation is made to the Academic Board that the progress or ability of a student is unsatisfactory to an extent that justifies his exclusion from the course which he has been following, the student shall be so informed and shall be given an opportunity to justify to the Academic Board (or to an appropriate Committee designated by the Academic Board) his continuance on his course and to state any mitigating factors that he might consider relevant. The decision of the Academic Board, as provided in the Third Schedule hereto and taken after such an opportunity has been offered to the student, shall be final.

Except that, should a student contend that the decision to exclude him has been taken on other than academic grounds, he shall be entitled to submit to the Council a statement of the grounds (other than academic) on which he alleges that he has been excluded. The Council shall thereupon appoint a Panel of Enquiry, consisting of three of their number to consider the submission and to hear evidence from

the student and from any member or members of the staff alleged to be concerned. The student and any such members of the staff shall have the right to be heard in person by the Panel and each to be accompanied, if they so wish, by a friend who may speak on their behalf.

Members of the Council who were present at a prior meeting of the Academic Board which considered a case shall not take part as governors in a subsequent meeting of a Panel of Enquiry or in a subsequent meeting of the Council to consider an appeal.

The Panel of Enquiry shall determine on the evidence submitted whether or not a prima facie case exists, justifying an appeal to the Council and it shall report to the Council accordingly.

If the Panel decides that a prima facie case exists, the appeal shall be heard by the Council and at the hearing the student and any member or members of the staff alleged to be concerned shall have the right to be heard in person, and to be accompanied, if they so wish, by a friend who may speak on their behalf.

If the Panel of Enquiry determines that a case does not exist the decision of the Academic Board shall be upheld without further appeal.

THE THIRD SCHEDULE

ACADEMIC BOARD

- (a) There shall be an Academic Board of the Polytechnic.
- (b) The membership of the Academic Board shall comprise:-
 - (i) The Director, any Deputy or Assistant Directors, the Deans of Faculties (if any), the Secretary, the Heads of all Departments and Divisions and the Chief Librarian.
 - (ii) Other members of the academic staff of the Polytechnic, chosen to ensure adequate coverage of the work of the Polytechnic whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to them by the Board. Not less than one-fifth of the members of the Academic Board shall be elected by the academic staff or a section or sections thereof as the Council shall determine and, of such one-fifth or greater proportion, not less than six members shall be elected by the academic staff as a whole.

The President of the Students' Union of the Polytechnic for the time being together with other members of the Union, whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to the Council by the Board.

- (c) The Director shall be the Chairman of the Academic Board and he, or in his absence his deputy, shall preside at meetings of the Board
- (d) The Academic Registrar shall be the Clerk to the Academic Board.
- (e) The Academic Board may invite students and other persons, who need not necessarily be members of the academic staff of the Polytechnic, to attend any of the meetings and to participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Board.
- (f) The Academic Board shall have power, subject to provisions of these Articles, to regulate its proceedings and the conduct of its business and it shall report at regular intervals to the Council. (i)
- (g) The Academic Board shall be responsible to the Council for the following functions: (j)
 - (1) The fostering and maintenance of the closest possible connections with industry, commerce the professions, universities, other educational establishments and research organisations, including recommending to the Council the establishment of such committees for this purpose as it deems necessary.
 - (2) The appointment of External Examiners under such schemes as may be recommended to and approved by the Council. (k)
 - (3) The making to the Council of such reports and recommendations as the Academic Board may think fit on any academic and related matters or on any matter referred to the Academic Board by the Council.
- (h) The Academic Board shall be responsible for
 - (1) The planning, co-ordination, development and oversight of all academic work (including research) of the Polytechnic, and the maintenance of academic standard.
 - (2) Any academic publications made in the name of the Polytechnic.
 - (3) The regulation of academic conditions for the admission of students to and their progression within the Polytechnic.
 - (4) The regulation of examinations conducted by the Polytechnic.
 - (5) The exclusion of students on academic grounds from the further pursuance of courses in which they have been enrolled.

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- (6) The awarding of academic qualifications of the Polytechnic to persons who have satisfactorily completed a course of study approved by the Academic Board for this purpose.
 - (7) The making of recommendations to the appropriate body for the award of academic qualifications, fellowships, scholarships, bursaries, prizes or other distinctions.
 - (8) The nomination of academic representatives to external bodies.
 - (9) The exercise of any other functions which may be delegated to it by the Council.
 - (i) The Academic Board may, and as far as practicable shall delegate its responsibilities to Faculties, if any, and Departments in matters not affecting other Faculties or Departments respectively or the Polytechnic as a whole.
 - (j) The Academic Board shall establish such committees as it thinks fit (including, where appropriate, committees with a membership which includes representatives of the Students' Union and, if necessary, other persons who are not members of the Board or of the staff of the Polytechnic) and shall determine their membership and functions. Any committee of the Academic Board may establish sub-committees and determine their membership and functions.
 - (k) The Council may accept, reject or refer back any recommendation made to it by the Board, but shall give to the Board its reason for any such rejection or reference back and shall afford to the Board the opportunity to make representations to the Council in respect thereof.

THE FOURTH SCHEDULE

Duties of the Council of Governors as mentioned in Article 24 (a) :

1. The Clerk to the Governing Body of the Borough Polytechnic shall call the first meeting of the First Council.
2. The First Council shall appoint its own Clerk until such times as the Secretary is appointed when he shall become Clerk to the Council.
3. The First Council shall appoint the Director, Deputy Director (if any) and the Secretary of the Polytechnic. The Director and Deputy Director (if any) so appointed shall become members of the Council from the date of their appointment.
4. The first Council shall as soon as convenient appoint the initial academic and non-academic staff of the Polytechnic.

5. The First Council shall use so much of the premises and services of the staff of the Existing Colleges as are agreed by the respective Governing Bodies for the purpose of carrying out its functions in the transitional period.

6. The First Council shall set up a Transitional Academic Board the constitution of which shall be as follows:-

(a) The Director, Deputy Director(s), Assistant Director(s), Secretary and Chief Librarian of the Polytechnic of the South Bank, if appointed during the lifetime of the Transitional Academic Board.

(b) The Principals and Vice-Principals of the Borough Polytechnic, the Brixton School of Building and the City of Westminster College The Head of the National College of Heating Ventilating, Refrigeration and Fan Engineering.

The Heads of all Departments and Divisions of each Faculty, as follows:-

Construction Technology and Design.....	5
Science.....	7
Engineering.....	2
Administration, Liberal and Social Studies..	5

Faculty of Environmental Science and Technology (a Principal Lecturer appointed by the Head of the National College).

Principal Lecturers or Senior Lecturers, elected by and from the academic staff of each Faculty, as follows:-

Construction Technology and Design.....	2
Science.....	2
Environmental Science and Technology.....	1
Engineering.....	1
Administration, Liberal and Social Studies..	2

Other members of the academic staff, of any grade, elected by and from the staff of the Faculty, as follows:-

Construction Technology and Design.....	1
Science.....	2
Environmental Science and Technology.....	2
Engineering.....	1
Administration, Liberal and Social Studies..	1

EITHER (a) The President of the Students' Union of the Polytechnic of the South Bank, London and two other members of that Union, elected by the Students' Union as a whole, if such Students' Union be established during the lifetime of the Transitional Academic Board OR (b) The Presidents of the

Students' Unions of the Borough Polytechnic and National College for Heating, Ventilating, Refrigeration and Fan Engineering, the Brixton School of Building and the City of Westminster College until such time as a Students' Union of the Polytechnic of the South Bank can be established.

(c) The Academic Board shall have the power to co-opt additional members for any meeting or meetings of the Board if and when it considers it desirable so to do.

(d) All Heads of Departments and Divisions shall be ex-officio members of any committee of the Academic Board set up to deal with matters affecting their Department or Division.

7. The Academic Registrar shall be the secretary of the Transitional Academic Board, or until such time as the Academic Registrar is appointed, the Academic Registrar of the Borough Polytechnic will act in that capacity.

8. The Transitional Academic Board shall advise the Council on the planning of the academic work of the Polytechnic. The Transitional Academic Board shall act in accordance with the Articles of Association with the same powers and duties as are allocated to the Academic Board by such Articles (so far as the context so admits).

9. As soon as possible the Council shall arrange for the Academic Board to be constituted in accordance with the Articles of Association and until such times as the Academic Board is so constituted the Transitional Academic Board shall be the Academic Board of the Polytechnic.

Names, Addresses and Descriptions of Subscribers

Harold Charles Shearman
4 Selborne Road, New Malden, Surrey.
HAROLD CHARLES SHEARMAN

Knight.
Deputy Lieutenant

William Hugh Beeton
17 Harewood Rd., South Croydon
WILLIAM HUGH BEETON

Colonial Administration
(Retd.)

Albert Henry Mumford K.B.E.
27 Grendon Gardens
Wembley Park Middx.
ALBERT HENRY MUMFORD

Chartered Engineer

Stanley Wilfred Mayne
9 Kings Hall Road
Beckenham, Kent
BR3 1LT

Retired

Elliott Morley Heap,
The Hall
Havering-atte-Bowyer,
N.E. Romford, Essex

Retired.

STANLEY WILFRED MAYNE

ELLIOTT MORLEY HEAP

William George Overend,
The Retreat

Nightingales Lane
Chalfont St Giles, Bucks.
WILLIAM GEORGE OVEREND

University
Professor.

Vivian Pereira Mendes
183 Salma Street
Kingsbury
London NW9

College Principal

VIVIAN PEREIRA-MENDES

DATED the 24th day of July. 1970

WITNESS to the above Signatures :-

Leah J. Packer

Chartered Secretary.

45, Brixmore Road
Oppington, Hants.



CERTIFICATE OF INCORPORATION

No. 986761

I hereby certify that

THE POLYTECHNIC OF THE SOUTH BANK

(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 12th August, 1970,

A handwritten signature in dark ink, appearing to read 'J. A. Styles'.

Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

- of -

THE POLYTECHNIC OF THE SOUTH BANK

Passed the 8th day of July 1976

At an EXTRAORDINARY GENERAL MEETING duly convened and held on the 8th day of July 1976 the subjoined resolutions were duly passed as Special Resolutions, viz:-

SPECIAL RESOLUTIONS

1. That Article 6 of the Articles of Association be deleted and the following new Article 6 be substituted therefor:-

"6(1) The Polytechnic shall be governed in accordance with these Articles by the Council of Governors.

- (2) The Council shall comprise the following Governors:-

- (a) Three Governors appointed by the Authority.
- (b) One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, representing other Local Education Authorities in the region.
- (c) Not more than eighteen co-opted Governors of whom not less than twelve shall have industrial commercial or professional experience related to the work of the Polytechnic, and of whom at least two shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress. For the term of office immediately following the adoption of this Article, one of such co-opted Governors shall have been nominated by the Governing Body of the Battersea College of Education and one by the Governing Body of the Rachel McMillan College of Education.



- (d) One Governor appointed by the Central Governing Body of the City Parochial Foundation.
- (e) One Governor appointed by the Senate of the University of London.
- (f) One Governor appointed by the Senate of the University of Kent.
- (g) One Governor appointed by the Council of Engineering Institutions.
- (h) One Governor appointed by the Governing Body of the Vauxhall College of Building and Further Education.
- (i) The Director, and his deputy, ex-officio.
- (j) Dr. D.R. Scott, Msc, PhD, FInstP, CEng, AMIMinE, MInstR, AMIHVE, AMEME, the former Head of the National College of Heating, Ventilating, Refrigeration and Fan Engineering, in a personal capacity for so long as he remains in the full-time service of the Polytechnic.
- (k) Miss E. A. Price, BA, the former Principal of the Battersea College of Education, in a personal capacity, for so long as she remains in the full-time service of the Inner London Education Authority or of the Polytechnic.
- (l) Miss E.M. Puddephat, M.Ed. the Principal of the Rachel McMillan College of Education, in a personal capacity, for so long as she remains in the full-time service of the Inner London Education Authority.
- (m) Five Governors elected by the Academic Board, being members of that Board.
- (n) Two Governors elected by the academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said academic staff, being members of the full-time academic staff of the Polytechnic.
- (o) One Governor elected by the non-academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said non-academic staff.
- (p) The President of the Students' Union, ex-officio.
- (q) Two Governors elected by the Students' Union, who shall be members of the Students' Union attending full-time courses at the Polytechnic".

2. That Article 8 of the Articles of Association be amended as follows :-

In sub-paragraph (c) the reference to paragraph (m) of Article 6(3) shall be deleted and the words "paragraph (q) of Article 6(2)" substituted therefor.

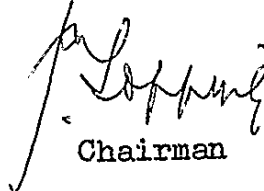
In sub-paragraph (d) the words "Article 6(3)(m)" shall be deleted and the words "Article 6(2)(q)" substituted therefor.

In sub-paragraph (e) the words "Article 6(3)(c)" shall be deleted and the words "Article 6(2)(c)" substituted therefor.

In sub-paragraph (f) the words "subject nevertheless as provided in Article 6(2)(iv)" shall be deleted.

3. That sub-paragraph (a) of Article 10 be deleted and the following sub-paragraph (a) substituted therefor:-

(a) No person who is for the time being employed by the Polytechnic shall be eligible to be a Governor other than an ex-officio Governor or a Governor appointed or elected pursuant to Article 6(2) (m) (n) or (o) or a Governor serving in a personal capacity under Article 6(2) (j) (k) or (l)."


Chairman

Registered Office:

103 Borough Road,
London, SE1 OAA

986761/16

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THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

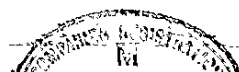
OF

THE POLYTECHNIC OF THE SOUTH BANK

Incorporated the 12th day of August 1970

CERTIFICATE No. 986761

BARTLETT & GLUCKSTEIN
199 PICCADILLY,
LONDON, W1V 0AT.



No. of Company: 986761

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

- of -

THE POLYTECHNIC OF THE SOUTH BANK

Passed the 8th day of July 1976

At an EXTRAORDINARY GENERAL MEETING duly convened and held on the 8th day of July 1976 the subjoined resolutions were duly passed as Special Resolutions, viz:-

SPECIAL RESOLUTIONS

1. That Article 6 of the Articles of Association be deleted and the following new Article 6 be substituted therefor:-
 - "6(1) The Polytechnic shall be governed in accordance with these Articles by the Council of Governors.
 - (2) The Council shall comprise the following Governors:-
 - (a) Three Governors appointed by the Authority.
 - (b) One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, representing other Local Education Authorities in the region.
 - (c) Not more than eighteen co-opted Governors of whom not less than twelve shall have industrial commercial or professional experience related to the work of the Polytechnic, and of whom at least two shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress. For the term of office immediately following the adoption of this Article, one of such co-opted Governors shall have been nominated by the Governing Body of the Battersea College of Education and one by the Governing Body of the Rachel McMillan College of Education.

- (d) One Governor appointed by the Central Governing Body of the City Parochial Foundation.
- (e) One Governor appointed by the Senate of the University of London.
- (f) One Governor appointed by the Senate of the University of Kent.
- (g) One Governor appointed by the Council of Engineering Institutions.
- (h) One Governor appointed by the Governing Body of the Vauxhall College of Building and Further Education.
- (i) The Director, and his deputy, ex-officio.
- (j) Dr. D.R. Scott, Msc, PhD, FInstP, CEng, AMIMinE, MInstR, AMIHVE, AMEME, the former Head of the National College of Heating, Ventilating, Refrigeration and Fan Engineering, in a personal capacity for so long as he remains in the full-time service of the Polytechnic.
- (k) Miss E. A. Price, BA, the former Principal of the Battersea College of Education, in a personal capacity, for so long as she remains in the full-time service of the Inner London Education Authority or of the Polytechnic.
- (l) Miss E.M. Puddephat, M.Ed. the Principal of the Rachel McMillan College of Education, in a personal capacity, for so long as she remains in the full-time service of the Inner London Education Authority.
- (m) Five Governors elected by the Academic Board, being members of that Board.
- (n) Two Governors elected by the academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said academic staff, being members of the full-time academic staff of the Polytechnic.
- (o) One Governor elected by the non-academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said non-academic staff.
- (p) The President of the Students' Union, ex-officio.
- (q) Two Governors elected by the Students' Union, who shall be members of the Students' Union attending full-time courses at the Polytechnic."

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2. That Article 8 of the Articles of Association be amended as follows:-

In sub-paragraph (c) the reference to paragraph (m) of Article 6(3) shall be deleted and the words "paragraph (q) of Article 6(2)" substituted therefor.

In sub-paragraph (d) the words "Article 6(3)(m)" shall be deleted and the words "Article 6(2)(q)" substituted therefor.

In sub-paragraph (e) the words "Article 6(3)(c)" shall be deleted and the words "Article 6(2)(c)" substituted therefor.

In sub-paragraph (f) the words "subject nevertheless as provided in Article 6(2)(iv)" shall be deleted.

3. That sub-paragraph (a) of Article 10 be deleted and the following sub-paragraph (a) substituted therefor:-

(a) No person who is for the time being employed by the Polytechnic shall be eligible to be a Governor other than an ex-officio Governor or a Governor appointed or elected pursuant to Article 6(2) (m) (n) or (o) or a Governor serving in a personal capacity under Article 6(2) (j) (k) or (l)."

J. TOPPING
Chairman

Registered Office:

103 Borough Road,
London, SE1 OAA

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

— OF —

THE POLYTECHNIC OF THE SOUTH BANK

1. The name of the Company (hereinafter called "the Polytechnic") is "THE POLYTECHNIC OF THE SOUTH BANK".
2. The registered office of the Polytechnic will be situate in England.
3. The objects for which the Polytechnic is established are:-
 - (A) To establish carry on and conduct a Polytechnic.
 - (B) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social and professional education and training.
 - (C) To provide courses of education both full time and part time for students at all levels of and in all branches of higher education.
 - (D) To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (E) To provide for the recreational and social needs and the health and welfare of students of the Polytechnic.
 - (F) For the purposes aforesaid:
 - (1) To provide teaching or examination rooms, offices, board lodging and all other necessaries and

conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the Polytechnic and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.

(2) To take over and conduct for the benefit of the Polytechnic such part of the activities formerly carried on by the existing Colleges as hereinafter defined as may be necessary to carrying out the objects of the Polytechnic.

(3) To buy, take leases of, accen^l licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.

(4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.

(5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the Polytechnic.

(6) To licence, deal in, and develop any processes, inventions or discoveries in which the Polytechnic or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof, provided that the Polytechnic shall not engage in such dealing and development as a part of its ordinary business.

(7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.

(8) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of

procuring contributions in any form to the funds or property of the Polytechnic, or to any funds or property of which the Polytechnic shall be the Manager or Trustee.

(9) To invest the monies of the Polytechnic not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give prizes, and to give certificates and diplomas to persons who are or have been students of the Polytechnic and to participate in any arrangements made with any University or Institute of higher education or any other body having the appropriate powers whereby students or former students of the Polytechnic may become qualified to receive any Degrees or other academic qualifications. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Board of Trade or any Government Department except to such extent as may be authorised by the Board of Trade or the Department named or implied.

(11) To make and publish bye-laws, rules and regulations for the government and conduct of the Polytechnic and its students, and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient.

(12) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.

(13) To execute and undertake any trust or discretion the undertaking of which

may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.

(14) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Polytechnic shall take or hold any property which may be subject to any trusts the Polytechnic shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Polytechnic shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Polytechnic would make it a trade union.
- (iii) In case the Polytechnic shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Polytechnic shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Governors of the Polytechnic shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Governors have been if no incorporation had been effected, and the incorporation of the Polytechnic shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over

such Council of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Polytechnic were not incorporated.

4. The income and property of the Polytechnic whencesoever derived, shall be applied solely towards the promotion of the objects of the Polytechnic as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Polytechnic.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Polytechnic or to any member of the Polytechnic in return for any services actually rendered to the Polytechnic nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Polytechnic; but so that subject as hereinafter provided no member of the Council of Governors shall be appointed to any office of the Polytechnic remunerated by salary or fees and no remuneration or other benefit in money or moneys worth shall be given by the Polytechnic to any member of the Council of Governors of the Polytechnic except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Polytechnic; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a member of the Council of Governors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration as Director, Deputy Director, members of the staff or examiners of the Polytechnic does not at any time exceed twelve apply to the payment of such remuneration.

5. No addition, alteration or amendment shall be made to or in the provisions of the memorandum or articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this memorandum contain conditions to which a licence granted by the Board of Trade to the Polytechnic in pursuance of Section 19(1) of the Companies Act, 1948 is subject.

7. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall first have been the subject of consultation between the Council of Governors and the Authority (as defined in the Articles of Association) and secondly have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade. Before initiating a proposal for an addition, alteration or amendment as aforesaid the Council shall consult any other interest directly affected.
8. The liability of the members is limited.
9. Every member of the Polytechnic undertakes to contribute to the assets of the Polytechnic, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Polytechnic contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
10. If upon the winding up or dissolution of the Polytechnic 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 Polytechnic, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Polytechnic, 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 Polytechnic under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Polytechnic at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

HAROLD CHARLES SHEARMAN
4 Selborne Road,
New Malden,
Surrey.

Knight
Deputy Lieutenant

WILLIAM HUGH BEETON,
17 Harewood Road,
South Croydon.

Colonial
Administration (Retd)

ALBERT HENRY MUMFORD, K.B.E.
27 Grendon Gardens,
Wembley Park. Middx.

Chartered Engineer

STANLEY WILFRED MAYNE,
9 Kings Hall Road,
Beckenham. Kent.
BR3 1LT

Retired

ELLIOTT MORLEY HEAP
The Hall,
Havering-atte-Bower.
Nr. Romford. Essex.

Retired

WILLIAM GEORGE OVEREND,
The Retreat,
Nightingales Lane,
Chalfont St. Giles.
Bucks.

University
Professor

VIVIAN PEREIRA-MENDOZA,
183 Salman Street,
Kingsbury.
London. N.W.9.

College Principal

DATED the 24th day of July 1970

WITNESS to the above Signatures:-

FREDK. J. PACKER,
45 Broxbourne Road,
Orpington. Kent.
Chartered Secretary.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

THE POLYTECHNIC OF THE SOUTH BANK

1. The number of Members with which the Polytechnic proposes to be registered is 50, but the Council of Governors may from time to time register an increase in the number of Members.
2.
 - (1) The subscribers to the Memorandum of Association of the Polytechnic shall be Members of the Polytechnic.
 - (2) Any person who is for the time being a Governor shall be qualified to become a Member of the Polytechnic.
 - (3) Any person may, after becoming qualified to become a Member of the Polytechnic, signify by writing to the Secretary his desire to become such Member, and the Secretary shall thereupon enter the name of such person in the books of the Polytechnic, and upon such entry that person shall become a Member accordingly.
 - (4) Any Member who shall cease to be a Governor shall ipso facto cease to be a Member of the Polytechnic and his name shall be removed from the list of Members accordingly.
3. The Polytechnic is established for the purposes expressed in the Memorandum of Association.

INTERPRETATION

4. These Articles and any bye-laws rules or regulations made hereunder shall be construed with reference to the provisions of the Companies Acts 1948 to 1967 and terms used herein and therein shall be taken as having the same respective meanings as they have when used in those Acts.

5. In these Articles and in any bye-laws rules or regulations made hereunder where the context so admits the following expressions have the following meanings:-

The Polytechnic means The Polytechnic of the South Bank.

The Authority means The Inner London Education Authority or other body for the time being discharging the functions presently discharged by that body in relation to the existing Colleges.

"Member" means a Member of the Polytechnic as provided in these Articles.

The Council means the Council of Governors provided for by Article 6 hereof.

Governor means a member for the time being of the Council of Governors

The Existing Colleges means the Borough Polytechnic the Brixton School of Building, the City of Westminster College and the National College for Heating, Ventilating, Refrigeration and Fan Engineering.

The Director means the Director of the Polytechnic referred to in the First Schedule to these Articles.

The Academic Board means the Academic Board of the Polytechnic referred to in Article 24(b).

The Students' Union means the Students' Union of the Polytechnic referred to in Article 29(2) and the Second Schedule to these Articles.

The Clerk means the Secretary of the Polytechnic referred to in Article 28 in his capacity as Clerk to the Council.

The Act means the Companies Act, 1948.

THE COUNCIL OF GOVERNORS

6. (1) The Polytechnic shall be governed in accordance with these Articles by the Council of Governors.
- (2) The Council shall comprise the following Governors:-
- (a) Three Governors appointed by the Authority.

- (b) One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, representing other Local Education Authorities in the region.
- (c) Not more than eighteen co-opted Governors of whom not less than twelve shall have industrial commercial or professional experience related to the work of the Polytechnic, and of whom at least two shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress. For the term of office immediately following the adoption of this Article, one of such co-opted Governors shall have been nominated by the Governing Body of the Battersea College of Education and one by the Governing Body of the Rachel McMillan College of Education.
- (d) One Governor appointed by the Central Governing Body of the City Parochial Foundation.
- (e) One Governor appointed by the Senate of the University of London.
- (f) One Governor appointed by the Senate of the University of Kent.
- (g) One Governor appointed by the Council of Engineering Institutions.
- (h) One Governor appointed by the Governing Body of the Vauxhall College of Building and Further Education.
- (i) The Director, and his deputy, ex-officio,
- (j) Dr. D.R. Scott, Msc, PhD, FInstP, CEng, AMIMinE, MInstR, AMIHVE, AMEME, the Former Head of the National College of Heating, Ventilating, Refrigeration and Fan Engineering, in a personal capacity for so long as he remains in the full-time service of the Polytechnic.
- (k) Miss E.A. Price, BA, the former Principal of the Battersea College of Education, in a personal capacity, for so long as she remains in the full-time service of the Inner London Education Authority or of the Polytechnic.
- (l) Miss E.M. Puddephat, M.Ed. the Principal of the Rachel McMillan College of Education, in a personal capacity, for so long as she remains in the full-time service of the Inner London Education Authority.

- (m) Five Governors elected by the Academic Board, being members of that Board.
- (n) Two Governors elected by the academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said academic staff, being members of the full-time academic staff of the Polytechnic.
- (o) One Governor elected by the non-academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said non-academic staff.
- (p) The President of the Students' Union, ex-officio.
- (q) Two Governors elected by the Students' Union, who shall be members of the Students' Union attending full-time courses at the Polytechnic.

7. Save where otherwise provided by the foregoing Article, an appointed Governor need not be a member of the appointing body.

TERMS OF OFFICE OF GOVERNORS

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

(a) In the case of a Governor appointed by the Authority until his re-appointment or the appointment of his successor as a Governor, which re-appointment or appointment may be made at any time after the ordinary day of retirement of members of the Greater London Council consequent upon a general election of members of that Council next after his appointment as a Governor.

(b) In the case of a person who is a Governor ex officio, until he ceases to hold the office by reason of the holding of which he is a Governor.

(c) In the case of an appointed or elected Governor who is required by the provisions of Article 6 to hold some other qualification, (other than a Governor under paragraph (q) of Article 6(2)) the period of three years, or the period until he shall cease to hold the said qualification, whichever shall be the shorter.

(d) In the case of a Governor appointed under Article 6(2) (q), the period of one year or the period until he shall cease to be a student of the Polytechnic whichever shall be the shorter.

(e) In the case of a Governor appointed under Article 6(2) (c), the period of four years.

(f) In the case of any Governor not falling under any of the previous paragraphs of this Article, the period of three years or the period ending with the appointment of his successor (whichever is the longer).

9. Any out-going Governor may, if at the time of re-appointment or re-election he is qualified in accordance with Article 6, be re-appointed or re-elected as a Governor.

PERSONS INELIGIBLE TO BE GOVERNORS

10. Notwithstanding the foregoing provisions of these Articles

(a) No person who is for the time being employed by the Polytechnic shall be eligible to be a Governor other than an ex-officio Governor or a Governor appointed or elected pursuant to Article 6(2) (m) (n) or (o) or a Governor serving in a personal capacity under Article 6(2) (j) (k) or (l).

(b) No person who is the mother, father, brother, sister, wife, husband, or child of an employee of the Polytechnic shall be eligible to be a Governor unless the Council shall by resolution otherwise determine.

DETERMINATION OF OFFICE AND RESIGNATION OF GOVERNORS

11. (1) Any Governor other than an ex officio Governor who is absent from all meetings of the Council during a period of one year, commencing on the date of the meeting from which he was first absent, shall cease to be a Governor at the end of the meeting next ensuing after the expiry of that year unless the Council shall at that meeting otherwise decide.

(2) Any Governor who:

- (a) becomes bankrupt
- (b) makes any arrangement or composition with his creditors generally
- (c) becomes of unsound mind,
- (d) in the opinion of the appointing body is incapacitated from acting.

shall thereupon cease to be a Governor.

(3) Any Governor may resign from his

Governorship at any time by giving written notice of resignation to the Clerk.

(4) No person shall be disqualified from holding office as a Governor by reason of his having attained the age of 70 years or any other age.

12. Every vacancy in the office of an appointed or elected Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing or electing body, which shall thereupon be entitled to appoint or elect a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place he is appointed or elected.

ORDINARY GENERAL MEETINGS

13. The first general meeting shall be held at such place and at such time not being more than three months after the incorporation of the Polytechnic as may be determined by the Council.

14. Subsequent ordinary general meetings (herein called annual general meetings) shall be held in the month of July in every year, or so soon thereafter as possible, at such place as may be determined by the Council and not more than fifteen months shall elapse between the date of one annual general meeting of the Polytechnic and that of the next.

15. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Polytechnic other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Polytechnic in general meeting, to such persons as are under the articles of the Polytechnic entitled to receive such notices from the Polytechnic.

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

- (a) in the case of a meeting called as the annual

general meeting by all the Members entitled to attend and vote thereat; and

- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.

15. At the first general meeting and any subsequent annual general meeting fifteen Members of whom at least eight shall not be members of the staff or students shall be a quorum.

EXTRAORDINARY GENERAL MEETINGS

17. The Council may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened by the Council on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council to form a quorum any member of the Council or any two Members of the Polytechnic may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

18. At any extraordinary general meeting summoned on requisition one half of the requisitionists shall be a quorum, but in all other cases fifteen Members shall be a quorum at an extraordinary general meeting, of whom at least eight shall not be members of the staff or students.

CONDUCT OF BUSINESS AT GENERAL MEETINGS

19. The Chairman of the Council or in his absence the Vice-Chairman of the Council shall take the chair at all meetings of the Polytechnic. Provided that at any meeting of the Polytechnic at which neither the Chairman nor the Vice-Chairman of the Council shall be present the meeting shall appoint as chairman of that meeting one of the Governors who are present thereat.

20. Every Member shall have one vote, except that in any case of equality of votes on a division the chairman shall have a second or casting vote. Votes shall be given personally and not by proxy.

21. No person shall vote on any matter in which he has a pecuniary interest, or debate on such matter without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.

22. The proceedings at any meeting shall not

(provided no requirement of the Act has been infringed) be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise, or any want of qualification in any of the persons present or voting thereat.

POWERS AND DUTIES OF THE COUNCIL OF GOVERNORS

23. Subject to the powers of the Members in general meeting, the Polytechnic and the property and affairs thereof shall be under the control and management of the Council, and the Council shall carry on and conduct the Polytechnic in accordance with the provisions of the Education Act 1944 and any statutory amendment or re-enactment thereof for the time being in force, and any relevant orders or regulations and in accordance with the Memorandum and Articles of Association of the Polytechnic, and shall exercise all the powers of the Polytechnic whatsoever save only such powers as under the Memorandum and Articles of Association of the Polytechnic or under the Act are required to be exercised by the Polytechnic in general meeting.

24. Without prejudice to the generality of the foregoing Article, the Council shall have the following powers, namely:-

(a) Power and duty to give effect to the transitional provisions set out in the Fourth Schedule hereto.

(b) Power and the duty to set up an Academic Board of such composition as the Council shall from time to time determine, and power subject to paragraph (d) hereof to delegate to that Board such powers and functions as the Council shall think fit and to make rules and regulations for the conduct of the proceedings of such Board and to determine in consultation with the Board the Academic structure of the Polytechnic which until the Council shall otherwise so determine be organised in Departments and Departments shall be grouped into Faculties.

Provided that unless and until the Council shall otherwise determine, the Academic Board shall be of the composition, exercise the powers and functions, and be subject to the rules and regulations set out in Schedule 3 hereto and no addition alteration or amendment shall be made thereto except after consultation with the Authority and after the same shall have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade.

(c) Power to make such arrangements as the Council shall deem necessary to establish and maintain

machinery for the consultation of industry, commerce, the professions, the universities, other educational establishments and research organisations, including where appropriate the appointment of Advisory Committees with members from one or more of the above fields. Such committees shall have the right of direct access to the Council, the Academic Board and the Director.

(d) Power to appoint such other committees as the Council thinks fit (including where appropriate Committees with a Membership which includes representatives of the Student Union) and to determine their membership and functions. Any Committee so appointed may establish sub-committees and determine their Membership and functions. Provided always that the Council shall not delegate any of the following matters:-

- (i) The appointment or dismissal of the Director, his deputy and the Secretary,
- (ii) The termination of appointment of members of the Academic Staff, the Academic Registrar, the Chief Librarian and the Finance Officer.
- (iii) Approval of the annual estimates,
- (iv) Alteration, amendment, addition to these Articles and any regulations contained therein or made thereunder.

and (except to a committee which consists exclusively of Governors)

- (v) the termination of the membership of any Member of the Polytechnic
- (vi) the doing of any act or thing which under or by virtue of any provision of the Companies Acts, 1948 to 1967 is required to be done by the Council
- (vii) the authorisation of the expenditure of any moneys of the Polytechnic except within such limits as the Council shall consider reasonably necessary for the proper performance of their functions by the Academic Board or any such committee or person and shall notify them accordingly.

(e) Power to provide maintain and regulate the building premises furniture and equipment and all other means required for carrying on the work of the Polytechnic, including appropriate amenities for students and staff, residential accommodation and social and athletic facilities.

(f) Power to acquire or dispose of any property real or personal on behalf of the Polytechnic in any manner authorised by the Memorandum of Association.

(g) Power to enter into, vary, carry out and cancel contracts on behalf of the Polytechnic.

(h) Power to administer all property, securities and monies held by the Polytechnic and to carry out, administer and execute any trust or discretion undertaken by the Polytechnic, and in particular to authorise the establishment of any fund or funds for such purposes connected with the Polytechnic as it may approve and to authorise expenditure therefrom, provided that the accounts of any such fund or funds shall be audited annually to the satisfaction of the Council.

(i) Power to apply to the Authority for a grant in aid of the functions of the Polytechnic on conditions prescribed by the Authority from time to time in consultation with the Council and if necessary the Secretary of State for Education and Science.

(j) Power to incur expenditure within the limits of the total resources available to the Polytechnic. Provided that all schemes for the provision of new buildings or premises to be financed by capital or revenue grants by the Authority shall first be submitted to the Authority for approval.

(k) Power subject to the provisions of Schedule 1 to appoint academic and other staff of the Polytechnic on such conditions of service and at such remuneration as the Council shall prescribe from time to time after consultation with the Authority, and subject to national and local agreements.

(l) Power subject to the provisions of Schedule 1 to suspend or terminate the employment of any staff of the Polytechnic.

(m) Power subject to the provisions of Schedule 2 to suspend a student from a course of education or to instruct him to withdraw therefrom or to expel or to refuse re-admission to any student of the Polytechnic whether on academic or other grounds.

(n) Power to make and from time to time to repeal or alter rules and regulations for the management and conduct of the Polytechnic and the affairs thereof and as to the conduct and discipline of the staff and students thereof, and as to the duties of any officers servants and employees of the Polytechnic, and as to the conduct of business by the Council or any committee, and generally as to any of the matters or things within the powers or under the control of the Council, provided that the same shall not be inconsistent with the Memorandum and Articles of Association of the Polytechnic and that no addition alteration or amendment to the

regulations contained in the First and Second Schedules hereto shall be made without prior consultation with the Authority and after the same shall have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade.

(o) Power to exercise all the powers of the Polytechnic to borrow money, and to mortgage or charge its undertaking and property or any part thereof.

(p) Power generally to do all things necessary or expedient for the due conduct of the affairs both academic and administrative of the Polytechnic not herein otherwise provided for.

PROCEEDINGS OF THE COUNCIL OF GOVERNORS

25. The first meeting of the Council shall be held as soon as possible after the incorporation of the Polytechnic.

26. The Council shall at its first meeting, and thereafter at the first ordinary meeting following the expiry of each academic year, elect from its number a Chairman and a Vice-Chairman, each of whom shall hold office until the next election of a Chairman and Vice-Chairman but shall be eligible for re-election. Any Governor other than the Director, his deputy, a member of the academic staff or a student, shall be eligible for election as Chairman or Vice-Chairman. If a vacancy shall occur in the office of Chairman or Vice-Chairman the Council shall at its next meeting elect from its number a new Chairman or Vice-Chairman as the case may be for the unexpired term of office.

MEETINGS OF THE COUNCIL

27. (1) Ordinary meetings of the Council shall be held at such times as may from time to time be thought fit by the Council provided that in each year not less than three ordinary meetings be held, one in each academic term.

(2) A special meeting may at any time be summoned by direction of the Council or the Chairman for the time being or at the request in writing of any three Governors. No business shall be transacted at any special meeting other than business specified in the notice summoning the meeting and any business incidental thereto.

(3) Every meeting, whether ordinary or special, shall be summoned by notice in writing, delivered or addressed and posted to each Governor stating the place day and hour of the meeting and the business to be transacted. In the case of an ordinary or special meeting such notice shall be delivered or posted seven clear days before the date of the meeting (or in the case of an adjourned meeting immediately after the original meeting).

(4) The Chairman, or in his absence, the Vice-Chairman shall preside at meetings of the Council, but if both are absent for any meeting or part of a meeting a chairman shall be appointed for that meeting or part of a meeting by the Governors present.

(5) The proceedings of the Council shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election appointment or qualification of any Governor or by any accidental want of service of a notice of the meeting on any Governor.

(6) There shall be a quorum for an ordinary meeting if fifteen Governors of whom at least eight shall not be members of the staff or students are present at the time when the meeting proceeds to business. Unless the Council shall otherwise decide there shall be a quorum for a special meeting if fifteen Governors of whom at least eight shall not be members of the staff or students are present at the time when the meeting proceeds to business. If within half an hour of the time fixed for the commencement of any meeting a quorum has not been constituted the meeting shall stand adjourned to such other day and time as the majority of those present may determine, or in the absence of a decision until the same day and hour in the following week.

28.

(7) Any meeting may be adjourned as may be thought fit.

(8) All questions shall be decided by the votes of the majority of the Governors present and voting thereon. In the case of equality of votes, the Chairman of that meeting shall have a second or casting vote.

(9) The Council shall cause minutes to be kept of the proceedings at general meetings of the Polytechnic and at meetings of the Council and all Committees and the same when agreed by the next general meeting of the Polytechnic or meeting of the Council or Committee, as the case may be, and signed by the Chairman of that meeting shall be conclusive evidence of the matters stated therein.

29

(10) Any Governor, having any pecuniary interest, whether direct or indirect, in any contract or other matter to be discussed at a meeting at which he is present, shall as soon as practicable disclose the fact of his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. A Governor shall not be treated as having a pecuniary interest in a matter by reason only of his being a member of the Staff or a student at the Polytechnic if his interest is no greater than that of the members of the Staff or students, as the case may be in general. No payment shall be made in

respect of any work or service to any member of the Council without the authority of a prior resolution of the Council nor shall any such payment be made or authorised except in accordance with the provisions of Clause 4 of the Memorandum of Association.

(11) Unless invited by a resolution of the Governors present at the meeting to remain, any Governor who is a student of the Polytechnic shall withdraw from that part of any meeting of the Council, or committee of the Council, at which there is consideration of the conditions of service, the appointment or promotion, suspension or dismissal of any member of the Staff of the Polytechnic.

(12) The Education Officer of the Authority or his representative shall be entitled to attend and speak at meetings of the Council.

(13) Save as aforesaid, the Council may regulate the despatch of its business, adjourn and otherwise regulate its meetings as it thinks fit.

THE SECRETARY

28. (1) The Council shall appoint and engage a Secretary and an Assistant Secretary of the Polytechnic upon such terms as the Council thinks fit.

(2) The secretary shall act as Clerk to the Council, and in that capacity shall discharge such duties as are imposed upon him by the Council.

(3) The Secretary shall also act as Chief Administrative Officer, in which capacity he shall discharge such duties as are imposed upon him by the Director.

ADMINISTRATIVE AND ACADEMIC STAFF AND STUDENTS

29. (1) The provisions as to the appointment, employment, suspension and dismissal of administrative and academic staff of the Polytechnic set out in Schedule 1 to these Articles shall be subject to the powers of the Council set out in Article 24 (n) be taken as the first regulations made by the Council in that behalf.

(2) The provisions as to the exclusion, suspension, expulsion and consultation of students of the Polytechnic and as to the Students' Union of the Polytechnic set out in Schedule 2 to these Articles shall be subject to the said powers of the Council be taken as the first Regulations made by the Council in that behalf.

SEAL

30. The Council shall provide a common seal for the purposes of the Polytechnic which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Polytechnic shall not be affixed to any instrument except pursuant to a resolution of the Council and in the presence of two Governors who shall sign every instrument to which the seal is affixed in their presence and every such instrument shall be countersigned by the Secretary.

ACCOUNTS

31. The Council shall cause true accounts to be kept:
- (a) of all monies received and expended by the Polytechnic and the matters in respect of which such receipts and expenditure take place, and
 - (b) of the assets and liabilities of the Polytechnic and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments, and
 - (c) of all sales and purchases of goods by the Polytechnic.

Such books of account shall be kept as are necessary to give a true and fair view of the state of the Polytechnic's affairs and to explain its transactions.

32. The Polytechnic may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Polytechnic may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
33. The Council shall lay before the annual general meeting of the Polytechnic in each year an income and expenditure account of the Polytechnic and a balance sheet for the year ending on the previous 31st July. Such account and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Polytechnic and a report of the auditors and the balance sheet accounts and reports shall comply with the provisions of the Companies Acts, 1948 to 1967. A copy of every balance sheet together with copies of the said account and reports shall not less than twenty one clear days before the date of the meeting before which such balance sheet account and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Polytechnic.

AUDITORS

34. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1967.

NOTICES

35. A notice may be served upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address for service (if any). In the latter case the notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
36. If a Member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the registered office of the Polytechnic such notice addressed generally to the member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.
37. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

WINDING UP

38. The provision of Clause 10 of the Memorandum of Association relating to the winding-up or dissolution of the Polytechnic shall have effect and be observed as if the same were repeated in these Articles.

THE FIRST SCHEDULE

Regulations relating to the appointment, employment, suspension and dismissal of academic and other staff of the Polytechnic.

1. Appointment of Director, and Deputy or Assistant Directors

(1) The Council shall appoint the Director of the Polytechnic who shall be a person approved by the Authority.

(2) The Council may appoint one or more Deputy or Assistant Directors of the Polytechnic.

2. Functions of Director, Deputy or Assistant Directors

(1) The Director shall be responsible, under the general direction of the Council for the development, organisation, management and conduct and discipline of the Polytechnic.

(2) The Deputy or assistant Directors shall be responsible under the general direction of the Director, for such aspects of the organisation, management and conduct of the Polytechnic as may be assigned to them from time to time by the Director and one of them shall act for the Director in all respects in the Director's absence.

3. Appointment and Promotion of academic and other staff other than the Director his deputy and the Secretary

(1) Teaching and non-teaching members of the staff shall be appointed by the Council within the approved staff establishments. The Council shall delegate to the Director the responsibility for the appointment and promotion of members of staff, subject to the following provisions:-

(a) The Council after having sought the advice of the Academic Board shall approve arrangements under which the Director shall act in the appointment of members of the academic staff.

(b) The Council shall be represented on the selection committee for appointment of Deans of Faculties, Heads of Departments, Academic Registrar, Chief Librarian and such senior administrative staff as the Council may determine, but such appointments shall require the confirmation of the Council.

(c) The appointment and promotion of members of the non-academic staff shall be dealt with under such arrangements as have been

approved by the Council after having sought the advice of the Director and of the Secretary of the Polytechnic.

(2) All members of the staff of the Polytechnic shall be employed by the Council in accordance with and subject to such conditions of service as the Council may determine and publish from time to time after consultation with the representatives of the staff concerned.

4. SUSPENSION OF MEMBERS OF THE STAFF

(1) The Chairman of the Council (or in his absence the Vice-Chairman) together with not less than two other Governors may pending an enquiry suspend from office the Director or the Secretary.

(2) The Director may pending an enquiry suspend from office or employment a Deputy Director, the Chief Librarian, the Academic Registrar or any member of the academic staff of the Polytechnic.

Provided that (a) any such suspension under sub-clause (1) shall forthwith be reported to a special meeting of the Council which shall be convened for the purpose as soon as possible, and to the Authority, (b) any suspension under sub-clause (2) shall forthwith be reported to the Chairman of the Council and (c) a person suspended from office or employment as aforesaid shall be entitled to receive full salary during his suspension.

(3) Subject as aforesaid the procedure for the suspension of any member of the staff of the Polytechnic shall be determined by the Council in its discretion.

5. TERMINATION OF THE APPOINTMENT OF MEMBERS OF THE STAFF

(1) The Council may terminate the appointment of the Director, a Deputy Director, the Secretary, the Chief Librarian, the Academic Registrar or any member of the academic staff of the Polytechnic.

(2) (a) The Council may and shall, if requested by the person concerned, refer the case before such dismissal to a committee (hereinafter called the Disciplinary Committee) who shall examine the case and report to the Council thereon.

(b) The Disciplinary Committee shall consist of six members, equally representative of the Council and of the Academic Board, who shall be chosen by ballot from a Standing Panel which shall consist of six persons, not being members of the Academic Staff, appointed annually by the Council, and six members of the Academic Board appointed annually by the Academic Board.

(c) The findings of the Disciplinary Committee shall be made known to the person concerned. A recommendation of the Disciplinary Committee to dismiss shall require the confirmation of the Council to whom the person concerned shall have a right of appeal. A decision of the Council to dismiss the Director, a Deputy or Assistant Director, the Secretary, the Chief Librarian, the Academic Registrar or the Finance Officer shall be subject to confirmation at a second meeting of the Council to be held not less than seven nor more than fourteen days after the meeting at which the decision was taken. In the case of the Director and the Secretary, the Governors shall consult the Authority before arriving at a decision to dismiss.

(d) The person concerned shall have the right to be heard in person by and to call and examine witnesses before the Disciplinary Committee and the Council of Governors and may be accompanied on both occasions by a friend who may speak on his behalf.

(e) The Disciplinary Committee or the Council as the case may be, shall give not less than fourteen days' notice in writing to the person concerned of the meeting for the hearing of the case and shall provide him with particulars of the allegations made against him.

(3) The power of suspension and dismissal of members of the non-teaching staff shall rest with the Council who shall as soon as practicable determine and publish methods of procedure after consultation with the representatives of staff concerned. The exercise of this power in respect of certain classes or grades of staff may be delegated by the Council to the Director or to the Secretary. Provision shall be made for the person concerned to have a right of hearing where dismissal is under consideration and a right of appeal against a decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf.

(4) Subject to the provisions of these Articles, the procedures for the suspension or dismissal of staff shall as soon as practicable be determined and published by the Council after consultation with the Academic Board and the Authority, and shall take into account local and national agreements affecting the conditions of service of teaching and non-teaching staff.

(5) No right of appeal under this Article shall apply to the following categories of staff:

(i) temporary staff having less than one year's continuous service.

(ii) permanent staff on probation.

(6) All complaints made against members of the staff shall be dealt with according to a procedure determined by the Council and made known to the staff.

THE SECOND SCHEDULE

Regulations relating to the Students' Union of the Polytechnic and to consultation with and the exclusion suspension and expulsion of students of the Polytechnic.

1. The Students' Union

(i) There shall be a Students' Union the membership, powers and responsibilities of which shall be regulated in accordance with a Constitution. The first Constitution shall be prepared and agreed by the Students' Unions of the Borough Polytechnic and the National College for Heating, Ventilating, Refrigeration and Fan Engineering, the Brixton School of Building and the City of Westminster College, and submitted to the Council for approval. Subsequently, the Constitution may be amended by the Students' Union of the Polytechnic subject to the approval of the Council.

The Students' Union shall conduct and manage its own affairs and finances in accordance with the Constitution.

(ii) The Students' Union shall have the right to make representation on matters of proper concern to the students either in writing, or by invitation, orally, to the Council, the Academic Board or the Director.

In addition elected representatives of the Union shall have the right of direct access to the Director.

(iii) The Council shall appoint a Committee for Student Affairs consisting of members of the Council, members of the Academic Board and representatives of the Students' Union in such proportion as the Council may determine.

The Committee shall meet at least once in each term under the chairmanship of the Director.

The Committee shall have power to make recommendations direct both to the Council and to the Academic Board. The submission of any matter for consideration by the Committee shall not of itself preclude the right of the Students' Union to make representation to and to present information directly to the Council or to the Academic Board.

2. Disciplinary Procedure

The Council shall make rules governing disciplinary procedure which shall provide, inter alia, the following:-

The Director shall in accordance with his responsibilities as defined in the First Schedule hereto be primarily responsible for student discipline and shall have the power to suspend a student for a period of up to one month, subject to reporting any such action forthwith to the Chairman of the Council.

The Director may refer any case to the Students' Disciplinary Committee to be established by the Council, and may suspend a student pending the hearing of the case. The Students' Disciplinary Committee shall have power to suspend or expel a student and to consider an appeal by a student against suspension ordered by the Director within his authority.

The Students' Disciplinary Committee which shall appoint its own chairman shall comprise two members of the Council who are neither members of the academic staff nor students, two academic staff and two students. The Committee shall be formed from a panel appointed annually by the Council consisting of four members of the Council (not being members of the academic staff or students), four members of the academic staff and four representatives of the Students' Union of whom one shall be the President of the Union. The Director shall not serve as a member of the panel or of the Disciplinary Committee.

The student shall have a right to be heard in person and to be accompanied by a friend who may speak on his behalf before any meeting of the Students' Disciplinary Committee. He shall also have a right of appeal to the Council, including the right to be heard in person and to be accompanied by a friend who may speak on his behalf, against any decision on an appeal made to the Committee against suspension ordered by the Director within his authority. Whether or not an appeal is made the facts of the case shall be reported to the Council.

The Students' Disciplinary Committee shall hear a case within seven days of its submission.

Members of the Council who were present at a prior meeting of the Students' Disciplinary Committee which considered a case shall not take part as governors in a subsequent meeting of the Council to consider an appeal.

3. Exclusion of Students on Academic Grounds

When a recommendation is made to the Academic Board that the progress or ability of a student is unsatisfactory to an extent that justifies his exclusion from the course which he has been following, the student shall be so informed and shall be given an opportunity to justify to the Academic Board (or to an appropriate Committee designated by the Academic Board) his continuance on his course and to state any mitigating factors that he might consider relevant. The decision of the Academic Board, as provided in the Third Schedule hereto and taken after such an opportunity has been offered to the student, shall be final.

Except that, should a student contend that the decision to exclude him has been taken on other than academic grounds, he shall be entitled to submit to the Council a statement of the grounds (other than academic) on which he alleges that he has been

excluded. The Council shall thereupon appoint a Panel of Enquiry, consisting of three of their number to consider the submission and to hear evidence from the student and from any member or members of the staff alleged to be concerned. The student and any such member of the staff shall have the right to be heard in person by the Panel and each to be accompanied, if they so wish, by a friend who may speak on their behalf.

Members of the Council who were present at a prior meeting of the Academic Board which consider a case shall not take part as governors in a subsequent meeting of a Panel of Enquiry or in a subsequent meeting of the Council to consider an appeal.

The Panel of Enquiry shall determine on the evidence submitted whether or not a prima facie case exists, justifying an appeal to the Council and it shall report to the Council accordingly.

If the Panel decides that a prima facie case exists, the appeal shall be heard by the Council and at the hearing the student and any member or members of the staff alleged to be concerned shall have the right to be heard in person, and to be accompanied, if they so wish, by a friend who may speak on their behalf.

If the Panel of Enquiry determines that a case does not exist the decision of the Academic Board shall be upheld without further appeal.

THE THIRD SCHEDULE

ACADEMIC BOARD

- (a) There shall be an Academic Board of the Polytechnic.
- (b) The membership of the Academic Board shall comprise:-
 - (i) The Director, any Deputy or Assistant Directors, the Deans of Faculties (if any), the Secretary, the Heads of all Departments and Divisions and the Chief Librarian.
 - (ii) Other members of the academic staff of the Polytechnic, chosen to ensure adequate coverage of the work of the Polytechnic whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to them by the Board. Not less than one-fifth of the members of the Academic Board shall be elected by the academic staff or a section or sections thereof as the Council shall determine and, of such one-fifth or greater proportion, not less than six members shall be elected by the academic staff as a whole.

The President of the Students' Union of the Polytechnic for the time being together with other members of the Union, whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to the Council by the Board.

- (c) The Director shall be the Chairman of the Academic Board and he, or in his absence his deputy, shall preside at meetings of the Board
- (d) The Academic Registrar shall be the Clerk to the Academic Board.
- (e) The Academic Board may invite students and other persons, who need not necessarily be members of the academic staff of the Polytechnic, to attend any of the meetings and to participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Board.
- (f) The Academic Board shall have power, subject to provisions of these Articles, to regulate its proceedings and the conduct of its business and it shall report at regular intervals to the Council.
- (g) The Academic Board shall be responsible to the Council for the following functions:
 - (1) The fostering and maintenance of the closest possible connections with industry, commerce the professions, universities, other educational establishments and research organisations, including recommending to the Council the establishment of such committees for this purpose as it deems necessary.
 - (2) The appointment of External Examiners under such schemes as may be recommended to and approved by the Council.
 - (3) The making to the Council of such reports and recommendations as the Academic Board may think fit on any academic and related matters or on any matter referred to the Academic Board by the Council.
- (h) The Academic Board shall be responsible for
 - (1) The planning, co-ordination, development and oversight of all academic work (including research) of the Polytechnic, and the maintenance of academic standard.
 - (2) Any academic publications made in the name of the Polytechnic.
 - (3) The regulation of academic conditions for the admission of students to and their progression within the Polytechnic.

- (4) The regulation of examinations conducted by the Polytechnic.
- (5) The exclusion of students on academic grounds from the further pursuance of courses in which they have been enrolled.
- (6) The awarding of academic qualifications of the Polytechnic to persons who have satisfactorily completed a course of study approved by the Academic Board for this purpose.
- (7) The making of recommendations to the appropriate body for the award of academic qualifications, fellowships, scholarships, bursaries, prizes or other distinctions.
- (8) The nomination of academic representatives to external bodies.
- (9) The exercise of any other functions which may be delegated to it by the Council.
- (i) The Academic Board may, and as far as practicable shall delegate its responsibilities to Faculties, if any, and Departments in matters not affecting other Faculties or Departments respectively or the Polytechnic as a whole.
- (j) The Academic Board shall establish such committees as it thinks fit (including, where appropriate, committees with a membership which includes representatives of the Students' Union and, if necessary, other persons who are not members of the Board or of the staff of the Polytechnic) and shall determine their membership and functions. Any committee of the Academic Board may establish sub-committees and determine their membership and functions.
- (k) The Council may accept, reject or refer back any recommendation made to it by the Board, but shall give to the Board its reason for any such rejection or reference back and shall afford to the Board the opportunity to make representations to the Council in respect thereof.

THE FOURTH SCHEDULE

Duties of the Council of Governors as mentioned in Article 24 (a):

1. The Clerk to the Governing Body of the Borough Polytechnic shall call the first meeting of the First Council.

2. The First Council shall appoint its own Clerk until such times as the Secretary is appointed when he shall become Clerk to the Council.

3. The First Council shall appoint the Director, Deputy Director (if any) and the Secretary of the Polytechnic. The Director and Deputy Director (if any) so appointed shall become members of the Council from the date of their appointment.

4. The first Council shall as soon as convenient appoint the initial academic and non-academic staff of the Polytechnic.

5. The First Council shall use so much of the premises and services of the staff of the Existing Colleges as are agreed by the respective Governing Bodies for the purpose of carrying out its functions in the transitional period.

6. The First Council shall set up a Transitional Academic Board the constitution of which shall be as follows:-

(a) The Director, Deputy Director(s), Assistant Director(s), Secretary and Chief Librarian of the Polytechnic of the South Bank, if appointed during the lifetime of the Transitional Academic Board.

(b) The Principals and Vice-Principals of the Borough Polytechnic, the Brixton School of Building and the City of Westminster College The Head of the National College of Heating Ventilating, Refrigeration and Fan Engineering.

The Heads of all Departments and Divisions of each Faculty, as follows:-

Construction Technology and Design.....	5
Science.....	7
Engineering.....	2
Administration, Liberal and Social Studies....	5

Faculty of Environmental Science and Technology (a Principal Lecturer appointed by the Head of the National College).

Principal Lecturers or Senior Lecturers, elected by and from the academic staff of each Faculty, as follows:-

Construction Technology and Design.....	2
Science.....	2
Environmental Science and Technology.....	1
Engineering.....	1
Administration, Liberal and Social Studies....	2

Other members of the academic staff, of any grade, elected by and from the staff of the Faculty, as follows:-

Construction Technology and Design.....	1
Science.....	2
Environmental Science and Technology.....	2
Engineering.....	1
Administration, Liberal and Social Studies....	1

EITHER (a) The President of the Students' Union of the Polytechnic of the South Bank, London and two other members of that Union, elected by the Students' Union as a whole, if such Students' Union be established during the lifetime of the Transitional Academic Board OR (b) The Presidents of the Students' Unions of the Borough Polytechnic and National College for Heating, Ventilating, Refrigeration and Fan Engineering, the Brixton School of Building and the City of Westminster College until such time as a Students' Union of the Polytechnic of the South Bank can be established.

(c) The Academic Board shall have the power to co-opt additional members for any meeting or meetings of the Board if and when it considers it desirable so to do.

(d) All Heads of Departments and Divisions shall be ex-officio members of any committee of the Academic Board set up to deal with matters affecting their Department or Division.

7. The Academic Registrar shall be the secretary of the Transitional Academic Board, or until such time as the Academic Registrar is appointed, the Academic Registrar of the Borough Polytechnic will act in that capacity.

8. The Transitional Academic Board shall advise the Council on the planning of the academic work of the Polytechnic. The Transitional Academic Board shall act in accordance with the Articles of Association with the same powers and duties as are allocated to the Academic Board by such Articles (so far as the context so admits).

9. As soon as possible the Council shall arrange for the Academic Board to be constituted in accordance with the Articles of Association and until such times as the Academic Board is so constituted the Transitional Academic Board shall be the Academic Board of the Polytechnic.

Names, Addresses and Descriptions of Subscribers

HAROLD CHARLES SHEARMAN,
4 Selborne Road, New Malden,
Surrey.

Knight
Deputy Lieutenant

WILLIAM HUGH BEETON,
17 Harewood Road,
South Croydon.

Colonial
Administration (Retd)

ALBERT HENRY MUMFORD, K.B.E.
27 Grendon Gardens,
Wembley Park, Middx.

Chartered Engineer

STANLEY WILFRED MAYNE,
9 Kings Hall Road,
Beckenham. Kent.
BR3 1LT

Retired

ELLIOTT MORLEY HEAP,
The Hall,
Havering-atte-Bower,
Nr. Romford. Essex.

Retired

WILLIAM GEORGE OVEREND,
The Retreat,
Nightingales Lane,
Chalfont St. Giles.
Bucks.

University
Professor

VIVIAN PEREIRA-MENDOZA,
183 Salman Street,
Kingsbury.
London, N.W.9.

College
Principal

DATED the 24th day of July 1970

WITNESS to the above Signatures:--

FREDK. J. PACKER
45 Broxbourne Road,
Orpington. Kent.
Chartered Secretary

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF
THE POLYTECHNIC OF THE
SOUTH BANK

BARTLETT & GLUCKSTEIN
199 Piccadilly,
London, W1V 0AT.

SPECIAL RESOLUTIONS PASSED BY THE
POLYTECHNIC OF THE SOUTH BANK IN GENERAL MEETING

The following Special Resolutions were passed by the Company at an Extraordinary General Meeting held on 21st May, 1981:-

SPECIAL RESOLUTIONS

1. That the proposed amendments having been submitted to and approved by the Board of Trade and the Secretary of State for Education and Science, and consultation having taken place with the Inner London Education Authority, the Articles of Association of the Polytechnic and the Schedules thereto be altered by deleting the whole of the Polytechnic's present Articles of Association and the Schedules thereto and by substituting in lieu the Articles of Association set out in the print annexed hereto and for the purposes of identification initialled by the Chairman.
2. That, notwithstanding the provisions of the new Articles of Association of the Polytechnic as adopted by Special Resolution No. 1 above each of the persons listed below, being a Governor appointed or elected under the previous Articles of Association shall be deemed for all purposes to have been appointed or elected a Governor of the Polytechnic under the paragraph of Article 5 of the new Articles of Association set next against his or her respective name. His or her appointment or election, as the case may be, shall take effect subject to the provisions of the new Articles of Association save only that each person shall be deemed to be appointed or elected for a period ending on the same date or with the same event as that person's term of office was to end under the previous Articles of Association. At the end of such period the provisions of the new Articles of Association will apply in all respects.



GOVERNORS OF THE POLYTECHNIC

<u>Name of Governor</u>	<u>Details of Paragraph of Article 5 of the new Articles of Association under which the person is deemed to have been appointed or elected</u>	
Mr M Landsberg	(2)(a)"Seven Governors appointed by the	Authority".
Mr S Mayne	(2)(a)	(As above)
Mr S Turney	(2)(a)	(As above)
Mr J R Campbell	(2)(b)"One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, as a representative of other Local Education Authorities in the region".	
Mr B C Briant	(2)(c)"Not more than fourteen co-opted Governors of whom not less than twelve shall have industrial, commercial or professional experience which covers, between these said Governors, as wide a spectrum of interests of direct relevance to the work of the Polytechnic as possible".	
Mr W B R Cross	(2)(c)	(As above)
Miss A Emerton	(2)(c)	(As above)
Mr E M Heap	(2)(c)	(As above)
Mr R McAlpine	(2)(c)	(As above)
Mr D J Mellor	(2)(c)	(As above)
Miss E M Puddephat	(2)(c)	(As above)
Mr N W Robinson	(2)(c)	(As above)
Mr D P Sayers	(2)(c)	(As above)
Miss V I Thompson	(2)(c)	(As above)
Mr J Tilley	(2)(c)	(As above)
Dr J Topping	(2)(c)	(As above)
Mrs B D Vernon	(2)(c)	(As above)
Vacancy	(2)(c)	(As above)
Mr W E J Heath	(2)(d)"In addition two co-opted Governors who shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress."	

Mr M Perkins	(2)(d)	(As above)
Mr A F A Carlisle	(2)(e)	"One Governor appointed by the Central Governing Body of the City Parochial Foundation".
Professor W G Overend	(2)(f)	"One Governor appointed by the Senate of the University of London".
Professor Claire Palley	(2)(g)	"One Governor appointed by the Senate of the University of Kent".
Sir Albert Mumford	(2)(h)	"One Governor appointed by the Council of Engineering Institutions".
Mr R Moore	(2)(i)	"One Governor appointed by the Governing Body of Vauxhall College of Building and Further Education".
Mr A Jay	(2)(p)	"Two Governors elected by the Students' Union, who shall be members of the Students' Union attending full-time or sandwich courses at the Polytechnic".
Mr M Mullally	(2)(p)	(As above)

3. THAT, notwithstanding the provisions of the new Articles of Association adopted by Special Resolution No. 1 above, any disciplinary procedures commenced pursuant to the First or Second Schedules of the previous Articles of Association and prior to the adoption of the new Articles of Association shall be governed by the provisions of the previous Articles of Association and the Schedules thereto and any regulations made thereunder, to the intent that the provisions of the new Articles of Association and any bye-laws made thereunder shall not apply, save only that any reference to the Council of Governors in the previous Articles of Association and the Schedules thereto and any regulations made thereunder shall be deemed to be a reference to the Council of Governors constituted under the provisions of the new Articles of Association and Special Resolution No. 2 above PROVIDED THAT this Resolution is made purely for the avoidance of doubt and shall not be construed as in any way affecting any question as to whether any other matter shall be governed by the provisions of the previous Articles of

Special Resolution
Extraordinary General Meeting
21st May, 1981.

RESOLUTIONS OF THE COUNCIL OF GOVERNORS
OF THE POLYTECHNIC OF THE SOUTH BANK

14/5/8

RESOLUTIONS

1. That the Bye-laws set out in the print annexed hereto and for the purposes of identification initialled by the Chairman be adopted by the Council as Bye-laws of the Polytechnic.

2. That, notwithstanding the provisions of the new Articles of Association of the Polytechnic as adopted by a Special Resolution of the Polytechnic dated the 21st day of May, 1981, the persons listed below, being members of the Academic Board elected or appointed under the previous Articles of Association of the Polytechnic and the Third Schedule thereto, shall be deemed for all purposes to have been elected or appointed members of the Academic Board under the new Articles of Association and the paragraph of clause 25 (i) of the Bye-laws (adopted by Resolution No. 1 above) set next against their respective name. Their election or appointment, as the case may be, shall take effect subject to the provisions of the new Articles of Association and of the Bye-laws save only that each person shall be deemed to be elected or appointed for a period ending on the same date, or with the same event, as that person's term of office was due to end under the old Articles of Association and the Third Schedule thereto. At the end of such period the provisions of the new Articles of Association and of the Bye-laws will apply in all respects:-



Details of Paragraph of Clause
25 (i) of the Bye-laws under which
the person is deemed to have been
appointed or elected

<u>Name of Person</u>		
Mr P Beck)	25(i) (i) " Other members of the academic staff of the Polytechnic, chosen to ensure adequate coverage of the work of the Polytechnic whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to them by the Academic Board. Not less than one-fifth of the members of the Academic Board shall be elected by the academic staff (including for this purpose members of the full-time research staff of the Polytechnic who shall be entitled to vote and to stand in any election) or a section or sections thereof as the Council shall determine and, of such one-fifth or greater proportion, not less than six members shall be elected by the academic staff (including members of the full-time research staff of the Polytechnic) as a whole.
Mr D Cleeva)	
Mr R John)	
Miss C Mather)	
Dr R Dixon)	
Mr J Franks)	
Mr A Fuad)	
Mr A Chambers)	
Mr D Frampton)	
Miss S Jack)	
Mr A Kennedy)	
Dr J Douek)	
Mr W Pay)	
Mr L Spence)	
Mr M Vuillermoz)	
Mr L Blake)	
Miss A Burkitt)	As above
Mr R Jinkinson)	
Mr D Pickard)	
Mr D Triesman)	
Miss E Camplisson)	25(i) (j) " The President of the Students' Union of the Polytechnic for the time being together with other members of the Union, whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to the Council by the Academic Board.
Mr Collins)	
Miss S D'Arcy)	
Miss A Gaspar)	
Mr D Grey)	
Miss Greville)	
Mr N Guttmann)	
Miss Hilliard)	
Mr B Hudspeth)	
Miss A Scully)	
Mr M Stagg)	As above

W.G.L.

BYE - LAWS
OF
THE POLYTECHNIC OF THE SOUTH BANK

INTERPRETATION

1. All words and expressions shall have the same meanings as those assigned to them when used in the Memorandum and Articles of Association.

THE DIRECTOR, DEPUTY DIRECTOR AND ASSISTANT DIRECTORS

2. The Director shall be the Chief Officer of the Polytechnic and shall be an ex-officio member of all Committees set up by the Council.
3. The Deputy and Assistant Directors shall be responsible for those aspects of the running of the Polytechnic as shall be delegated to them from time to time by the Director, subject to any Regulations.

CHIEF ADMINISTRATIVE OFFICER

4. The Council shall appoint a chief administrative officer and the person appointed shall also be appointed Secretary and Clerk.
5. The chief administrative officer shall be responsible to the Director for the administration of the Polytechnic and shall be responsible to the Council in his capacity as Company Secretary and Clerk to the Council.

APPOINTMENT AND PROMOTION OF STAFF

6. The Staff (other than the Director, Deputy Director, Assistant Directors and Secretary) shall be appointed and/or promoted by the Director, unless the Council shall decide that any other appointment and/or promotion should be reserved to itself.

7. The Director shall exercise his power to appoint and/or promote staff in accordance with such Regulations as the Council shall make from time to time, and such Regulations shall provide inter alia for the following :
- (a) Proper consultation with the Academic Board in the setting-up of selection committees for the appointment of teaching staff.
 - (b) Representation of the Council by such numbers of Governors as the Council may determine from time to time, on selection committees for the appointment of Heads of Department and Division, the Academic Registrar, the Finance Officer, the Head of Library Services and such other administrative staff as the Council may from time to time determine. The Council shall delegate to selection committees the power to confirm appointments.
 - (c) Appointment and promotion of members of the non-teaching staff under such arrangements as have been approved by the Council after having sought the advice of the Director and Secretary.
8. Staff shall be employed by the Council in accordance with and subject to such conditions of employment and service as shall have been approved by the Council after due consultation with the appropriate Trades Union(s) representing the staff concerned and PROVIDED THAT the said conditions of employment and service shall be consistent with local and national agreements with the said Unions.

SUSPENSION OF STAFF

9. The Chairman of the Council (or in his absence the Vice-Chairman) together with not less than two other Governors (who are not themselves members of staff or students) may, pending an enquiry, suspend from office the Director and/or the Secretary.
10. The Director may, in accordance with the Conditions of Tenure of such staff for the time being in force, suspend from office or employment a Deputy Director, Assistant Director or any member of the teaching staff.
11. The Director may, pending an enquiry, suspend from office or employment the Academic Registrar, the Finance Officer, the Head of Library Services or any member of the non-teaching staff.

- PROVIDED THAT
- (a) any such suspension under Bye-Law 9 shall forthwith be reported to a Special Meeting of the Council which shall be convened for the purpose as soon as possible, and to the Authority;
 - (b) any suspension under Bye-Laws 10 and 11 shall forthwith be reported to the Chairman of Council;
and
 - (c) a person suspended from office or employment as aforesaid shall be entitled to receive full salary during his period of suspension.
12. Subject as aforesaid and to any agreed conditions of tenure appropriate to the category of staff concerned, the procedure for the suspension of any member of the staff of the Polytechnic shall be determined by the Council after consultation with the appropriate Trade Unions.
13. Any complaint made by a member or members of staff against another member or members of the staff shall be dealt with according to the grievance procedure(s) established in accordance with local and national agreements (if any) with the appropriate Trade(s) Union(s).

TERMINATION OF THE APPOINTMENTS OF STAFF

14. The Council shall, by Regulations, establish proper machinery and set up such disciplinary committees as shall be necessary to investigate all cases of the termination of appointment of the officers listed under Article 66, and such termination shall not take effect until each stage of the machinery which has been invoked is completed.
15. Any Regulations issued by the Council in pursuance of Bye-Law 14 shall be in accordance with the conditions of service and/or tenure applicable to the member of staff concerned.
- 16.(i) The Council, for good cause, may terminate the appointment of any member of the full-time teaching staff in accordance with the procedure for such termination as embodied in the conditions of tenure for full-time teaching staff for the time being in force, and such termination shall not take effect until each stage of the machinery which has been invoked is completed PROVIDED THAT provision shall be contained in the conditions of tenure for full-time teaching staff giving the person concerned a right of hearing where dismissal is under consideration and a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf;

- (ii) The Director, for good cause, may terminate the appointment of any member of the part-time teaching staff (with the exception of those referred to in Bye-Law 16 (iii) below) in accordance with the procedure for such termination as contained in regulations made from time to time by the Council PROVIDED THAT provision shall be contained in such regulations for any member of the part-time teaching staff concerned (other than any person referred to in Bye-Law 16 (iii) below) to have a right of hearing where dismissal is under consideration and a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf;
 - (iii) The Director may terminate the appointment of any member of the part-time teaching staff to whose dismissal S.54 of the Employment Protection (Consolidation) Act 1978 (or any statutory modification or re-enactment thereof for the time being in force) would not apply unless such dismissal was for an inadmissible reason within the meaning of the Employment Protection (Consolidation) Act 1978. The procedure for such termination shall be in accordance with Regulations made from time to time by the Council.
- 17.(i) The Council, for good cause, may terminate the appointment of members of the non-teaching staff and the Council shall establish severally procedures in respect of each of the categories of staff concerned PROVIDED THAT provision shall be made for the person concerned to have a right of hearing where dismissal is under consideration and a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf. The Council may delegate the power to terminate the appointment of non-teaching staff in respect of such categories of staff as the Council may in its absolute discretion from time to time determine to the Director or to the Secretary;
- (ii) Notwithstanding the provisions of this Bye-Law and any procedures established thereunder members of the non-teaching staff to whose dismissal Section 54 of the Employment Protection (Consolidation) Act 1978 would not apply (unless such dismissal was for an inadmissible reason within the meaning of the Employment Protection (Consolidation) Act 1978) shall not be entitled to a right of appeal as aforesaid.
- 18.(i) The Director, for good cause, may terminate the appointment of any research fellow or research assistant in accordance with the procedure for such termination contained in Regulations made from time to time by the Council PROVIDED THAT provision shall be contained in such Regulations for any research fellow or research assistant to have a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf.

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- (ii) Notwithstanding the provisions of this Bye-Law and any procedures established thereunder any research fellow or research assistant to whose dismissal Section 54 of the Employment Protection (Consolidation) Act 1978 (or any statutory modification or re-enactment thereof for the time being in force) would not apply (unless such dismissal was for an inadmissible reason within the meaning of the said Act) shall not be entitled to a right of appeal as aforesaid.
- 19. Any termination of appointment by the Director or by the Secretary of any member of the full-time staff to whose employment Section 54 of the Employment Protection (Consolidation) Act 1978 does apply shall be reported to the Council.
- 20. No Regulation made under these Bye-Laws relating to the procedures governing the termination of appointment of staff shall be published or amended without prior consultation with the appropriate Trade(s) Union(s) and, even where not specifically stated, all such Regulations shall be consistent with relevant local and national agreements which affect the conditions of employment of the category of staff concerned.

STUDENTS

- 21.(i) The Council shall maintain a Joint Committee for Student Affairs, which shall be a consultative committee consisting of Governors, members of the Academic Board and representatives of the Students' Union in such proportion as the Council may determine, in consultation with the Students' Union.
- (ii) The Committee shall meet at least once in each term under the chairmanship of the Director or his representative.
- (iii) The Committee shall have the right to make recommendations to the Council and to the Academic Board. The submission of any matter for consideration by the committee or the making of any such recommendation shall not preclude the right of the Students' Union to make representations to, and to present information direct to, the Council or the Academic Board.
- 22.(i) The Director or, in his absence the Deputy Director, may refer any case to the Students' Disciplinary Committee set up in accordance with these Bye-Laws or, with the prior consent of the student, deal with the case himself by:
 - (a) dismissal of the case
 - (b) reprimanding the student
 - (c) suspension of the student for a period of up to one month
- (ii) Any student so reprimanded or so suspended by the Director shall have the right to have his case referred to the Students' Disciplinary Committee.

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- (iii) The Student's Standing Disciplinary Panel set up in accordance with Article 70 shall consist of four Governors (not being members of the staff or students), ten members of the full-time academic staff and ten students of whom one shall be the President of the Students' Union. Members of the Students' Standing Disciplinary Panel shall be appointed as follows:
- (a) From the Council, by nomination and election if necessary at the first ordinary meeting of the Council in the Autumn term of each year, to serve until their successors are appointed in the following year. Appointed Governors may be re-appointed annually without limit for as long as they remain Governors.
 - (b) From the full-time academic staff, by random selection annually, by a procedure agreed by the Academic Board and the Students' Union and undertaken each year during the Autumn Term under the supervision of the Academic Registrar, with the Staffing Officer and a representative of the Students' Union in attendance. Members of staff so selected shall be members of the Students' Standing Disciplinary Panel until their successors are appointed.
 - (c) Nine students, whose names shall be selected annually during the Spring Term, by a procedure agreed by the Joint Committee for Student Affairs and the Students' Union, under the supervision of the Academic Registrar, with an Assistant Director and a representative of the Students' Union in attendance. Students in their first or their final year at the time of selection shall not be included in the selection procedure. The students selected shall serve for the whole of the following academic session (including vacations).
 - (d) The absence of a scrutineer from the Students' Union shall not invalidate the selection procedures set out in (b) and (c) above provided that the Students' Union be given at least two weeks' notice, in term time, to provide a representative.
- (iv) When any case arises that needs to be heard by a Students' Disciplinary Committee, the Secretary shall select the Committee by lot, in the presence of the Academic Registrar or a Dean from the members of the Students' Standing Disciplinary Panel, the Committee to comprise two Governors, two members of the academic staff, one selected student and the President of the Students' Union EXCEPT THAT when the President of the Students' Union is directly involved in the case (or is unwilling or unable to serve) he shall not serve as a member of the Disciplinary Committee and in his stead a second student shall be selected from the Standing Panel by lot. Any member of the Standing Panel who is directly involved in the case concerned or, in the opinion of the Secretary, is in a close relationship with any person directly involved, shall be excluded from the draw for the Disciplinary Committee. The Disciplinary Committee shall appoint its own chairman.

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- (v) The Students' Disciplinary Committee shall hear a case within fourteen days of its submission and shall have the power to suspend or expel a student and to consider an appeal by a student against reprimand or suspension ordered by the Director within his authority.
 - (vi) The student shall have a right to be heard in person and to be accompanied by a friend who may speak on his behalf before any meeting of the Students' Disciplinary Committee. He shall also have a right of appeal to the Council, including the right to be heard in person and to be accompanied by a friend who may speak on his behalf, against any decision of the Committee including any decision on an appeal made to the Committee against suspension ordered by the Director within his authority. Whether or not an appeal is made, the facts of the case shall be reported to the Council.
 - (vii) Governors who were present at a prior meeting of the Students' Disciplinary Committee which considered a case shall not take part as Governors in that part of a subsequent meeting of the Council during which an appeal is considered.
 - (viii) The Director shall have the power to make such Regulations as may be necessary from time to time to govern matters affecting student discipline PROVIDED THAT no Regulation shall be made without prior consultation with the Joint Committee for Student Affairs.
- 23.(i) When a person has been excluded from a course (by a course director or other person or committee empowered by the Academic Board to exclude students on academic grounds) because his progress or ability, including failure to attend or submit work as required, has been considered so unsatisfactory as to justify this action, the student may submit a request that he should be given an opportunity to justify to the Academic Board (or to a committee designated by the Academic Board for the purpose) his continuance on the course and to state any mitigating factors which he might consider relevant. However in any case where a decision in respect of a student's academic progress, ability or attainment has been taken by an Examination Board, the student concerned shall only be permitted to make an appeal in accordance with the "Procedure for Student Appeals against Examination Boards" as approved by the Academic Board for the time being in force.
- (ii) The Decision of the Academic Board (or of its designated committee or of any Examination Board) in the execution of the Academic Board's responsibilities as defined in these Bye-Laws and taken after the student has been given the opportunity to justify his case shall be final, EXCEPT THAT should a student contend that the decision to exclude him has been taken on other than academic grounds, he shall be entitled to submit to the Council a statement of the grounds (other than academic) on which he alleges that he has been excluded.

The Council shall thereupon appoint a Panel of Enquiry, consisting of three of their number, to consider the submission and to hear evidence from the student and from any member or members of the staff alleged to be concerned. The student and any such member of the staff shall have the right to be heard in person by the Panel and each to be accompanied, if they so wish, by a friend who may speak on their behalf.

- (iii) Any Governor who was present at a prior meeting of the Academic Board or such committee or examination board which considered the case shall not be a member of the Panel of Enquiry convened to consider the case nor shall he take part in that part of a subsequent meeting of the Council during which the appeal is considered.
- (iv) The Panel of Enquiry shall determine on the evidence submitted whether or not a prima facie case exists justifying an appeal to the Council and it shall report to the Council accordingly. If the Panel decides that a prima facie case exists the appeal shall be heard by the Council and at the hearing the student and any member or members of the staff alleged to be concerned shall have the right to be heard in person and each to be accompanied, if they so wish, by a friend who may speak on their behalf. If the Panel of Enquiry determines that a case does not exist, the decision of the Academic Board, committee or examination board shall stand without any further right of appeal.

STUDENTS' UNION

- 24.(i) The Students' Union shall be permitted to elect full-time sabbatical officers who must be attending a full-time or sandwich course in the Polytechnic, or already be a sabbatical officer, at the time of their election. No student may serve as a sabbatical officer for more than two sessions in all.
- (ii) The Students' Union shall be permitted to nominate their members to serve on the various committees on which student representation is agreed and when the Union is the nominating body, PROVIDED THAT in the case of Standing Committees of the Council only Governors elected by the Students' Union shall serve as student representatives.

THE ACADEMIC BOARD

- 25.(i) In accordance with and subject to the provisions of Article 43, the composition of the Academic Board shall be:
- (a) The Director
 - (b) The Deputy Director
 - (c) The Assistant Directors
 - (d) Deans of Faculty
 - (e) The Secretary
 - (f) The Head of Library Services
 - (g) The Head of Computer Services
 - (h) Heads of all Departments and extra-departmental Divisions
 - (i) Other members of the academic staff of the Polytechnic, chosen to ensure adequate coverage of the work of the Polytechnic whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to them by the Academic Board. Not less than one-fifth of the members of the Academic Board shall be elected by the academic staff (including for this purpose members of the full-time research staff of the Polytechnic who shall be entitled to vote and to stand in any election) or a section or sections thereof as the Council shall determine and, of such one-fifth or greater proportion, not less than six members shall be elected by the academic staff (including members of the full-time research staff of the Polytechnic) as a whole.
 - (j) The President of the Students' Union of the Polytechnic for the time being together with other members of the Union, whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to the Council by the Academic Board.
 - (k) One member elected by and from the full-time technician staff of the Polytechnic.
 - (l) One member elected by and from the other full-time salaried non-teaching staff of the Polytechnic.

/contd.....

- (ii) The Director shall be the Chairman of the Academic Board and he, or in his absence his deputy, shall preside at meetings of the Board.
- (iii) The Academic Registrar shall be the Clerk to the Academic Board.
- (iv) The Academic Board may invite students and other persons, who need not necessarily be members of the academic staff of the Polytechnic, to attend any of the meetings and to participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Board.
- (v) The Academic Board shall have power, subject to provisions of Articles and of these Bye-Laws, to regulate its proceedings and the conduct of its business and it shall report at regular intervals to the Council.
- (vi) The Academic Board shall be responsible to the Council for the following functions:
 - (a) The fostering and maintenance of the closest possible connections with industry, commerce, the professions, universities, and other educational establishments and research organisations, including recommending to the Council the establishment of such committees for this purpose as it deems necessary.
 - (b) The appointment of External Examiners under such schemes as may be recommended to and approved by the Council.
 - (c) The making to the Council of such reports and recommendations as the Academic Board may think fit on any academic and related matters or on any matter referred to the Academic Board by the Council.
 - (d) The appointment of Deans of Faculty and arrangements for their election.
- (vii) The Academic Board shall be responsible for:
 - (a) The planning, co-ordination, development and oversight of all academic work (including research) of the Polytechnic, and the maintenance of academic standards.
 - (b) Any academic publications made in the name of the Polytechnic.
 - (c) The regulation of academic conditions for the admission of students to and their progression within the Polytechnic.
 - (d) The regulation of examinations conducted by the Polytechnic.

/contd.....

- (e) The exclusion of students on academic grounds from the further pursuance of courses in which they have been enrolled.
 - (f) The awarding of academic qualifications of the Polytechnic to persons who have satisfactorily completed a course of study approved by the Academic Board for this purpose.
 - (g) The making of recommendations to the appropriate body for the award of academic qualifications, fellowships, scholarships, bursaries, prizes or other distinctions.
 - (h) The making of recommendations to the Council for the award of Honorary Fellowships of the Polytechnic.
 - (i) The nomination of academic representatives to external bodies.
 - (j) The exercise of any other functions which may be delegated to it by the Council.
- (viii) The Academic Board may and as far as practicable shall delegate its responsibilities to Faculties and Departments in matters not affecting other Faculties or Departments respectively or the Polytechnic as a whole.
- (ix) The Academic Board shall establish such committees as it thinks fit (including, where appropriate, committees with a membership which includes representatives of the Students' Union and, if necessary, other persons who are not members of the Board or of the staff of the Polytechnic) and shall determine their membership and functions. Any committee of the Academic Board may establish sub-committees and determine their membership and function.
 - (x) In accordance with the Articles, the Council may accept, reject or refer back any recommendation made to it by the Board, but shall give to the Board its reason for any such rejection or reference back and shall afford to the Board the opportunity to make representations to the Council in respect thereof.
 - (xi) Subject to the provisions of the Articles and of these Bye-Laws, the Academic Board shall have the power to make Standing Orders governing the procedure at all meetings of the Academic Board.

/contd.....

PROCEEDINGS OF THE COUNCIL

26. Except as otherwise provided in the Standing Orders of the Council, at every meeting the minutes of the last meeting shall be taken as the first business and, if accurate, shall be signed as a true record.
27. The Council may invite any person to attend and to speak at any meeting.
28. Subject to the provisions of the Articles and of these Bye-Laws the Council may make standing orders governing the procedure at all meetings of the Council and may from time to time amend, repeal or add to the same.

COMMITTEES OF THE COUNCIL

29. In accordance with Article 43(d) the Council may from time to time establish such Committees as it thinks fit and determine their membership and functions and may from time to time abolish or create new Committees or vary or add to their membership and functions.
30. In accordance with Article 43(c) the Council shall ensure that there is adequate machinery, by the establishment of Advisory Committees or other means for consultation with the professions, and with commerce and industry on matters affecting the work of the Polytechnic.
31. Subject to the provisions of the Articles and of these Bye-Laws, the Council may make standing orders governing the procedure at all meetings of its Committees and may from time to time amend, repeal or add to the same.

/contd.....

FINANCIAL ARRANGEMENTS

32. The Council shall cause annual estimates of expenditure and income to be prepared.
33. The Council shall make such Financial Regulations as may from time to time prove necessary to ensure the proper administration and control of the Polytechnic's resources, expenditure and income. Such Regulations shall not be inconsistent with the Articles or these Bye-Laws and may from time to time be amended, repealed or added to.

ADMINISTRATIVE ARRANGEMENTS

34. The Director may make such Administrative Regulations as may from time to time prove necessary to ensure that administrative procedures and requirements are properly executed. Such Regulations shall not be inconsistent with the Articles or these Bye-Laws and may from time to time be amended, repealed or added to.
35. The Director shall, by means of Administrative Regulations or otherwise, execute the policy of the Council in matters affecting the health, safety and welfare of staff and students in accordance with the requirements of the Health and Safety at Work Act, 1974 (or any statutory modification or re-enactment thereof).



986761
44.

**POLYTECHNIC
OF THE SOUTH BANK**

**Memorandum and
Articles of Association**

RECORDED

- 8 SEP 1981

21st May 1981



CERTIFICATE OF INCORPORATION

No. 986761

I hereby certify that

THE POLYTECHNIC OF THE SOUTH BANK

(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 12TH AUGUST, 1970.

A handwritten signature in cursive script, appearing to read 'G. Styles'.

Assistant Registrar of Companies

No. of Company: 986761

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE.

SPECIAL RESOLUTIONS

- of -

THE POLYTECHNIC OF THE SOUTH BANK

Passed the 21st day of May 1981

At an EXTRAORDINARY GENERAL MEETING duly convened and held on the 21st day of May 1981 the subjoined resolutions were duly passed as Special Resolutions, viz:-

SPECIAL RESOLUTIONS

1. That the proposed amendments having been submitted to and approved by the Board of Trade and the Secretary of State for Education and Science, and consultation having taken place with the Inner London Education Authority, the Articles of Association of the Polytechnic and the Schedules thereto be altered by deleting the whole of the Polytechnic's present Articles of Association and Schedules thereto and by substituting in lieu the Articles of Association set out in the print annexed hereto and for the purposes of identification initialled by the Chairman.
2. That, notwithstanding the provisions of the new Articles of Association of the Polytechnic as adopted by Special Resolution No. 1 above each of the persons listed below, being a Governor appointed or elected under the previous Articles of Association shall be deemed for all purposes to have been appointed or elected a Governor of the Polytechnic under the paragraph 5 of the new Articles of Association set next against his or her respective name. His or her appointment or election, as the case may be, shall take effect subject to the provisions of the new Articles of Association save only that each person shall be deemed to be appointed or elected for a period ending on the same date or with the same event as the person's term of office was to end under the previous Articles of Association. At the end of such period the provisions of the new Articles of Association will apply in all respects.

Details of Paragraph of Article 5 of the new Articles of Association under which the person is deemed to have been appointed or elected		
<u>Name of Governor</u>		
Mr M Landsberg	(2) (a)	" Seven Governors appointed by the Authority".
Mr S Mayne	(2) (a)	(As above)
Mr S Turney	(2) (a)	(As above)
Mr J R Campbell	(2) (b)	" One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, as a representative of other Local Education Authorities in the region".
Mr B C Briant	(2) (c)	" Not more than fourteen co-opted Governors of whom not less than twelve shall have industrial, commercial or professional experience which covers, between these said Governors, as wide a spectrum of interests of direct relevance to the work of the Polytechnic as possible".
Mr W B R Cross	(2) (c)	(As above)
Miss A Emerton	(2) (c)	(As above)
Mr E M Heap	(2) (c)	(As above)
Mr R McAlpine	(2) (c)	(As above)
Mr D J Mellor	(2) (c)	(As above)
Miss E M Puddephat	(2) (c)	(As above)
Mr N W Robinson	(2) (c)	(As above)
Mr D P Sayers	(2) (c)	(As above)
Miss V I Thompson	(2) (c)	(As above)
Mr J Tilley	(2) (c)	(As above)
Dr J Topping	(2) (c)	(As above)

Mrs B D Vernon	(2) (c)	(As above)
Vacancy	(2) (c)	(As above)
Mr W E J Heath	(2) (d)	" In addition two co-opted Governors who shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress".
Mr M Perkins	(2) (d)	(As above)
Mr A P A Carlisle	(2) (e)	" One Governor appointed by the Central Governor, Body of the City Parochial Foundation".
Professor W G Overend	(2) (f)	" One Governor appointed by the Senate of the University of London".
Professor Claire Palley	(2) (g)	" One Governor appointed by the Senate of the University of Kent".
Sir Albert Mumford	(2) (h)	" One Governor appointed by the Council of Engineering Institutions".
Mr R Moore	(2) (i)	" One Governor appointed by the Governing Body of Vauxhall College of Building and Further Education".
Mr A Jay	(2) (p)	" Two Governors elected by the Students' Union, who shall be members of the Students' Union attending full-time or sandwich courses at the Polytechnic"
Mr M Mullally	(2) (p)	(As above)

3. THAT, notwithstanding the provisions of the new Articles of Association adopted by Special Resolution No. 1 above, any disciplinary procedures commenced pursuant to the First or Second Schedules of the previous Articles of Association and prior to the adoption of the new Articles of Association shall be governed by the provisions of the previous Articles of Association and the Schedules thereto and any regulations made thereunder, to the intent that the provisions of the new Articles of Association and any bye-laws made thereunder

shall not apply, save only that any reference to the Council of Governors in the previous Articles of Association and the Schedules thereto and any regulations made thereunder shall be deemed to be a reference to the Council of Governors constituted under the provisions of the new Articles of Association and Special Resolution No. 2 above PROVIDED THAT this Resolution is made purely for the avoidance of doubt and shall not be construed as in any way affecting any question as to whether any other matter shall be governed by the provisions of the previous Articles of Association and the Schedules thereto or the new Articles of Association and any bye-laws made thereunder, and any such matter shall be governed by the general law.

Prof. W.G. OVEREND
Chairman

Registered Office:

103 Brough Road,
London, SE1 0AA

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE.
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

THE POLYTECHNIC OF THE SOUTH BANK

1. The name of the Company (hereinafter called "the Polytechnic") is "THE POLYTECHNIC OF THE SOUTH BANK".

2. The registered office of the Polytechnic will be situate in England.

3. The objects for which the Polytechnic is established are:-

- (A) To establish carry on and conduct a Polytechnic.
- (B) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social and professional education and training.
- (C) To provide courses of education both full time and part time for students at all levels of and in all branches of higher education.
- (D) To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.
- (E) To provide for the recreational and social needs and the health and welfare of students of the Polytechnic.
- (F) For the purposes aforesaid:
 - (1) To provide teaching or examination

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rooms, offices, and lodging and all other necessities and conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the Polytechnic and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.

(2) To take over and conduct for the benefit of the Polytechnic such part of the activities formerly carried on by the existing Colleges as hereinafter defined as may be necessary to carrying out the objects of the Polytechnic.

(3) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.

(4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.

(5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the Polytechnic.

(6) To licence, deal in, and develop any processes, inventions or discoveries in which the Polytechnic or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof, provided that the Polytechnic shall not engage in such dealing and development as a part of its ordinary business.

(7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.

(8) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of

procuring contributions in any form to the funds or property of the Polytechnic, or to any funds or property of which the Polytechnic shall be the Manager or Trustee.

(9) To invest the monies of the Polytechnic not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give prizes, and to give certificates and diplomas to persons who are or have been students of the Polytechnic and to participate in any arrangements made with any University or Institute of higher education or any other body having the appropriate powers whereby students or former students of the Polytechnic may become qualified to receive any Degrees or other academic qualifications. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Board of Trade or any Government Department except to such extent as may be authorised by the Board of Trade or the Department named or implied.

(11) To make and publish bye-laws, rules and regulations for the government and conduct of the Polytechnic and its students, and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient.

(12) To undertake and carry on the office or offices and duties of trustee, custodian, trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.

(13) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or

annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.

(14) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Polytechnic shall take or hold any property which may be subject to any trusts the Polytechnic shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Polytechnic shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Polytechnic would make it a trade union.
- (iii) In case the Polytechnic shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Polytechnic shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Governors of the Polytechnic shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Governors have been if no incorporation had been effected, and the incorporation of the Polytechnic shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Governors, but they shall as regards any such property

be subject jointly and separately to such control or authority as if the Polytechnic were not incorporated.

4. The income and property of the Polytechnic whencesoever derived, shall be applied solely towards the promotion of the objects of the Polytechnic as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Polytechnic.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Polytechnic or to any member of the Polytechnic in return for any services actually rendered to the Polytechnic nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Polytechnic; but so that subject as hereinafter provided no member of the Council of Governors shall be appointed to any office of the Polytechnic remunerated by salary or fees and no remuneration or other benefit in money or moneys worth shall be given by the Polytechnic to any member of the Council of Governors of the Polytechnic except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Polytechnic; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a member of the Council of Governors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration as Director, Deputy Director, members of the staff or examiners of the Polytechnic does not at any time exceed twelve apply to the payment of such remuneration.

5. No addition, alteration or amendment shall be made to or in the provisions of the memorandum or articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this memorandum contain conditions to which a licence granted by the Board of Trade to the Polytechnic in pursuance of Section 19(1) of the Companies Act, 1948 is subject.

7. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall first have been the subject of consultation between the Council of Governors and the Authority (as defined in the Articles of Association) and secondly have been submitted to and approved by the Secretary of State for Education and Science and the Board of Trade. Before initiating a proposal for

an addition, alteration or amendment as aforesaid the Council shall consult any other interest directly affected.

8. The liability of the members is limited.

9. Every member of the Polytechnic undertakes to contribute to the assets of the Polytechnic, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Polytechnic contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

10. If upon the winding up or dissolution of the Polytechnic 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 Polytechnic, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Polytechnic, 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 Polytechnic under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Polytechnic at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers	
HAROLD CHARLES SHEARMAN 4 Selborne Road, New Malden, Surrey.	Knight Deputy Lieutenant
WILLIAM HUGH BEETON, 17 Harewood Road, South Croydon.	Colonial Administration(Retd)
ALBERT HENRY MUMFORD, K.B.E. 27 Grendon Gardens, Wembley Park. Middx.	Chartered Engineer
STANLEY WILFRED MAYNE, 9 Kings Hall Road, Beckenham, Kent. B.C. 11,8	Retired
ELLIOTT MORLEY HEAP The Hall, Havering-atte-Bower. Nr. Romford. Essex.	Retired
WILLIAM GEORGE OVERFORD, The Retreat, Nightingales Lane, Chalfont St. Giles. Bucks.	University Professor
VIVIAN PEREIRA-MENDOZA, 183 Salman Street, Kingsbury. London. N.W.9.	College Principal

DATED the 24th day of July 1970

WITNESS to the above Signatures:-

FREDK. J. PACKER,
45 Broxbourne Road,
Orpington. Kent.
Chartered Secretary.

ARTICLES OF ASSOCIATION
OF
THE POLYTECHNIC OF THE SOUTH BANK

OBJECTIVE

1. The Polytechnic of the South Bank is established for the purposes expressed in the Memorandum of Association.

INTERPRETATION

2. (a) In the Memorandum of Association:

"Existing Colleges"	means the Borough Polytechnic, the Brixton School of Building, the City of Westminster College, and National College for Heating, Ventilating, Refrigeration and Fan Engineering.
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- (b) In the Memorandum and Articles:

"The Polytechnic"	means The Polytechnic of the South Bank.
"The Company"	means the Company known as the Polytechnic of the South Bank.
"The Authority"	means the Inner London Education Authority or such other body or bodies as may from time to time discharge the present functions duties and responsibilities of the Inner London Education Authority in so far as they relate to the operation of and educational facilities from time to time provided by the Polytechnic.
"Member"	means a member of the Polytechnic as provided in these Articles.
"Subscribers"	means Subscribers to the Memorandum of Association.
"The Council"	means the Council of Governors as a body or a quorum of the Governors at a meeting of the Council of Governors.
"Governor"	means a member for the time-being of the Council of Governors as provided in these Articles.

"The Academic Board"	means the Academic Board of the Polytechnic as provided in these Articles as a body or a quorum of the members of the Academic Board at a meeting of that Board.	"Research Assistant/ Fellow"	means a person employed by the Polytechnic as a member of the research staff and in his terms of appointment designated as a Research Assistant/Fellow, as the case may be.
"The Director"	means the Director of the Polytechnic as provided in these Articles.	"Part-Time Teaching Staff"	means the persons employed by the Polytechnic in a teaching capacity and not designated in their terms of appointment as, or granted the status of, a member of the Full-Time Teaching Staff.
"The Secretary"	means the Secretary of the Company as provided in these Articles and the chief administrative officer of the Polytechnic.	"Full-Time Non- Teaching Staff"	means the persons employed by the Polytechnic other than in a teaching capacity and designated in their terms of appointment as members of the Full-Time Non-Teaching Staff.
"The Clerk"	means the Secretary in his capacity as Clerk to the Council.	"Part-Time Non- Teaching Staff"	means the persons employed by the Polytechnic on a part-time basis and in their terms of appointment designated as members of the Part-Time Non-Teaching Staff.
"Staff"	means all persons employed by the Polytechnic.	"Student"	means a person who is for the time being registered with the Polytechnic as pursuing a full-time, sandwich or part-time course of not less than one month's duration, subject to any Regulation governing the non-payment of tuition fees. For this purpose, Sabbatical Officers of the Students' Union shall be deemed to be students.
"Full-Time Teaching Staff"	means (a) the persons employed by the Polytechnic in a teaching capacity and in their terms of appointment designated as members of the Full-Time Teaching Staff, (b) the persons employed by the Polytechnic in a teaching capacity and in their terms of appointment designated as fractionally appointed Teaching Staff and (c) any other person to whom the Council shall resolve should be granted the status of a member of the Full-Time Teaching Staff.	"Sabbatical Officer"	means a student elected by and from the Students' Union to be a Sabbatical Officer and designated as such by the Students' Union and recognised as such by the Council.
"Full-Time Academic Staff"	means the persons employed by the Polytechnic as members of the full-time teaching staff as defined in these Articles and persons employed by the Polytechnic as full-time academic officers of the Polytechnic and in their terms of appointment designated as, or granted the status of, an academic officer.	"Students' Union"	means the South Bank Polytechnic Student Union established in accordance with these Articles.
"Full-Time Staff"	means full-time non-teaching staff and full-time teaching staff.		

"Bye-Laws"

means Bye-Laws made by the Council in accordance with the powers conferred upon it by these Articles and from time to time in force.

"Regulations"

means Regulations made by the Council (or by the Director or other persons to whom the power to make Regulations may properly be delegated) in accordance with the powers conferred by these Articles and from time to time in force.

"Standing Orders"

means provisions made by any representative body constituted pursuant to these Articles for the purpose of regulating its own proceedings.

"The Register"

means the Register of Members of the Company.

"The Seal"

means the Common Seal of the Company.

"The Act"

means the Companies Act 1948.

(c)

Unless otherwise stated or otherwise required by the context these Articles and any Bye-Laws or Regulations made in accordance with these Articles shall be construed in accordance with the provisions of the Companies Acts 1948 to 1976 and any statutory modification thereof for the time being in force and terms used herein and therein shall be taken as having the same respective meanings as they have when used in those Acts.

MEMBERS

3. The number of Members with which the Polytechnic is registered is 50, but the Council may from time to time register an increase in the number of Members.

4. (1) The subscribers to the Memorandum of Association of the Polytechnic shall be Members of the Polytechnic.

(2) All other Governors shall, for the duration of their terms of office only, be Members of the Polytechnic.

(3) Any Member, whether a subscriber or not, who shall cease to be a Governor shall retire and ipso facto his name shall be removed from the Register accordingly. The membership and all rights of a Member shall be personal and shall not be transferable and his name shall be removed from the Register upon his death.

(4) A Member shall be deemed to be a Director of the Company within the terms of the Companies Acts 1948 to 1976 and any statutory modification thereof for the time being in force.

THE COUNCIL OF GOVERNORS

5. (1) The Polytechnic shall be governed in accordance with these Articles by the Council.

(2) The Council shall comprise the following Governors:

(a) Seven Governors appointed by the Authority.

(b) One Governor appointed by the Regional Advisory Council for Technological Education, London and Home Counties, as a representative of other Local Education Authorities in the region.

(c) Not more than fourteen co-opted Governors of whom not less than twelve shall have industrial, commercial or professional experience which covers, between these said Governors, as wide a spectrum of interests of direct relevance to the work of the Polytechnic as possible.

(d) In addition two co-opted Governors who shall be Trade Unionists of standing and experience appointed after consultation with the Trades Union Congress.

(e) One Governor appointed by the Central Governing Body of the City Parochial Foundation.

(f) One Governor appointed by the Senate of the University of London.

(g) One Governor appointed by the Senate of the University of Kent.

(h) One Governor appointed by the Council of Engineering Institutions.

(i) One Governor appointed by the Governing Body of Vauxhall College of Building and Further Education.

(j) The Director, and his deputy, ex-officio.

(k) Dr D R Scott, MSc, PhD, FInstP, CEng, MIMNE,

Flinstr, FCIBS, MEME, the former Head of the former National College of Heating, Ventilating, Refrigeration and Fan Engineering, in a personal capacity for so long as he remains in the full-time service of the Polytechnic.

- (l) Four Governors elected by the Academic Board, being academic staff members of that Board.
- (m) Three Governors elected by and from the full-time academic staff of the Polytechnic in accordance with arrangements agreed from time to time by the Council with the said academic staff.
- (n) Two Governors elected by and from the full-time non-teaching staff of the Polytechnic in accordance with the arrangements agreed from time to time by the Council with the said non-teaching staff.
- (o) The President of the Students' Union, ex-officio.
- (p) Two Governors elected by the Students' Union, who shall be members of the Students' Union attending full-time or sandwich courses at the Polytechnic.

6. Save where otherwise provided by the foregoing Article, an appointed Governor need not be a member of the appointing body.

TERMS OF OFFICE OF GOVERNORS

7. The Terms of Office of the Governors shall be as follows:

- (a) In the case of a Governor appointed by the Authority until his re-appointment or the appointment of his successor as a Governor, which re-appointment or appointment may be made at any time after the ordinary day of retirement of members of the Greater London Council consequent upon a general election of members of that Council next after his appointment as a Governor.
- (b) In the case of a person who is a Governor ex-officio until he ceases to hold the office by reason of the holding of which he is a Governor.
- (c) In the case of an appointed or elected Governor who is required by the provisions of Article 5 to hold some other qualification (other than a Governor under paragraph (p) of Article 5 (2)) the period of three years, or the period until he shall cease to hold the said qualification, whichever shall be the shorter.
- (d) In the case of a Governor appointed under Article

5(2) (p), the period of one year or the period until he shall cease to be a student of the Polytechnic eligible for election as a Governor whichever shall be the shorter.

- (e) In the case of Governors appointed under Paragraphs (c) and (d) of Article 5(2), the period of four years.
 - (f) In the case of any Governor not falling under any of the previous paragraphs of this Article, the period of three years or the period ending with the appointment of his successor (whichever is the longer)
8. Any out-going Governor may, if at the time of re-appointment or re-election he is qualified in accordance with Article 5, be re-appointed or re-elected as a Governor.

PERSONS INELIGIBLE TO BE GOVERNORS

9. Notwithstanding the foregoing provisions of these Articles

- (a) No person who is for the time being employed by the Polytechnic shall be eligible to be a Governor other than an ex-officio Governor or a Governor appointed or elected pursuant to Article 5(2) (l), (m) or (n) or the Governor serving in a personal capacity under Article 5 (2) (k)
- (b) No person who is the mother, father, brother, sister, wife, husband, or child of an employee of the Polytechnic shall be eligible to be a Governor unless the Council shall by resolution otherwise determine.
- (c) No person who is an undischarged bankrupt or who would be disqualified under Article 10 shall be eligible to be a Governor.

DETERMINATION OF OFFICE AND RESIGNATION OF GOVERNORS

- 10. (1) Any Governor other than an ex-officio Governor who is absent from all meetings of the Council during a period of one year, commencing on the date of the meeting from which he was first absent, shall cease to be a Governor at the end of the meeting next ensuing after the expiry of that year unless the Council shall at that meeting otherwise decide.
- (2) Any Governor who:
 - (a) becomes bankrupt
 - (b) makes any arrangement or composition with his creditors generally
 - (c) becomes prohibited from holding office by any

- (d) becomes of unsound mind
 - (e) in the opinion of the appointing body is incapacitated from acting.
- shall thereupon cease to be a Governor.

- (3) Any Governor may resign from his Governorship at any time by giving written notice of resignation to the Clerk.
- (4) Notwithstanding Section 185 of the Act no person shall be disqualified from holding office as a Governor by reason of his having attained the age of 70 years or any other age.
11. Every vacancy in the office of an appointed or elected Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing or electing body, which shall thereupon be entitled to appoint or elect a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place he is appointed or elected.

GENERAL MEETINGS OF THE COMPANY

12. The Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year. The Annual General Meeting shall be held at such time and place as may be determined by the Council and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are under these Articles entitled to receive such notices from the Company.

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

- (a) In the case of a meeting called as the Annual General

Meeting by all Members entitled to attend and vote thereat; and

- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.

14. The proceedings at any meeting shall not (provided no requirement of the Act has been infringed) be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
15. Fifteen Members shall constitute a quorum at Annual General Meetings but an Annual General Meeting shall be considered inquorate if either when the meeting proceeds to business or at anytime during the meeting the Members present who are members of the staff or students constitute a majority.
16. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
17. The Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened by the Secretary on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members to form a quorum any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Secretary.

18. At any Extraordinary General Meeting summoned on requisition one half of the requisitionists shall be a quorum, but in all other cases fifteen Members shall be a quorum at an Extraordinary General Meeting, but a meeting shall be considered inquorate if either when the meeting proceeds to business or at anytime during the meeting the Members present who are members of the staff or students constitute a majority.

PROCEEDINGS AT GENERAL MEETINGS OF THE COMPANY

19. 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, Balance Sheets and the reports of the Company and Auditors and the appointment of, and the fixing of the remuneration, if any, of the Auditors.
20. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting shall be adjourned to such day, time and place as shall be determined in accordance with the provisions hereinafter appearing, and if at the adjourned meeting a quorum is not present within half an

hour from the time appointed for the meeting the Members present shall constitute a quorum.

21. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business PROVIDED THAT notwithstanding that no quorum is present the Members present at any General Meeting may elect a chairman to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.
22. The Chairman of the Council shall take the Chair at every General Meeting of the Polytechnic, or, if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to preside, the Vice-Chairman of the Council shall if present and willing to take the Chair preside, failing which the Members present shall elect one of their number.
23. The Chairman may, with the consent of any meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or in such other manner as the meeting shall decide. A declaration by the Chairman of the meeting that a resolution has on a show of hands or in such other manner as aforesaid 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 Company, 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.
25. Every member shall have one vote. Votes shall be given personally and not by proxy.
26. In the case of an equality of votes whether on a show of hands or otherwise the Chairman of the meeting shall be entitled to a second or casting vote.
27. Subject to the provisions of the Companies Acts 1948 to 1976 or any statutory modification thereof for the time being in force a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every Member so entitled has signified his acquiescence in writing

or by cable, telegram or telex, shall be as valid and effective as if the same had been passed at a General Meeting of the Polytechnic duly convened and held.

28. Any person, having any pecuniary interest, whether direct or indirect, in any Contract or other matter to be discussed at a Meeting at which he is present, shall as soon as practicable, disclose the fact of his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that Contract or other matter. A person shall not be treated as having a pecuniary interest in a matter by reason only of his being a member of the staff or a student of the Polytechnic if his interest is no greater than that of the members of the staff or students in general, as the case may be.
 29. The Council shall cause minutes to be kept of the proceedings at General Meetings and the same when agreed by the next General Meeting and signed by the Chairman of that Meeting shall be conclusive evidence of the matters stated therein.
- THE SEAL
30. The Council shall provide for the safe custody of the Common Seal which shall only be used by the authority of the Council or of a committee of the Governors established by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor (or by some other person appointed by the Council for that purpose). A register shall be maintained and the use of the Common Seal reported to the Council.
- ACCOUNTS
31. The Council shall cause proper accounting records to be kept in accordance with the Companies Acts 1948 to 1980 or any statutory modifications or re-enactment thereof.
 32. The accounting records and statutory books shall be kept at the registered office of the Polytechnic or, subject to Section 12 (7) of the Companies Act 1976, at such other place as the Council think fit and shall at all times be open to inspection by the officers of the Company.
 33. The Council shall lay before the Annual General Meeting of the Company in each year an income and expenditure account of the Polytechnic and a balance sheet for the year ending on the previous 31st July. Such account and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Polytechnic and a report of the auditors and the balance sheet accounts and reports shall comply with the provisions of the Companies Acts 1948 to 1976 and any statutory modifications thereof at the time being in force. A copy of every balance sheet together with copies of the said account and reports shall not less than twenty one clear days before the date of the meeting

before which such balance sheet account and reports are to be laid be sent to all persons entitled to receive notices of General Meetings of the Polytechnic.

AUDITORS

34. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1976 and any statutory modifications thereof for the time being in force.

NOTICES

35. A notice may be served upon any Members either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address for service (if any). In the latter case notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and sent by first class post.

36. If a Member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the registered office of the Polytechnic such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

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

38. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Polytechnic an address within the United Kingdom for the giving of notices to them;
 - (b) the Auditor for the time being of the Polytechnic.
39. No other person shall be entitled to receive notices of General Meetings.

WINDING-UP

40. Clause 10 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

COMPANY SECRETARY

41. The person appointed as Secretary in accordance with Article

62 shall carry out the functions of Company Secretary as provided by the Act.

POWERS AND DUTIES OF THE COUNCIL

42. Subject to the powers of the Members in general meeting, the Polytechnic and the property and affairs thereof shall be under the control and management of the Council, and the Council shall carry on and conduct the Polytechnic in accordance with the provisions of the Education Act 1944 and any statutory amendment or re-enactment thereof for the time being in force, and any relevant orders or regulations and in accordance with the Memorandum and Articles of Association of the Polytechnic, and shall exercise all the powers of the Polytechnic whatsoever save only such powers as under the Memorandum and Articles of Association of the Polytechnic or under the Act are required to be exercised by the Polytechnic in general meeting.

43. Without prejudice to the generality of the foregoing Article the Council shall have the following powers, namely:

- (a) Power and duty to set up an Academic Board of such composition as the Council shall from time to time determine, and power subject to paragraph (d) hereof to delegate to the Academic Board such powers and functions as the Council shall think fit and to make Rules and Regulations for the conduct of the proceedings of the Academic Board.
- (b) Power to determine in consultation with the Academic Board the academic structure of the Polytechnic which until the Council shall otherwise so determine shall be organised in departments and departments shall be grouped into faculties.

PROVIDED ALWAYS THAT in the exercise of the powers described in (a) and (b) above, if any resolution shall be passed by the Council rejecting or referring back a recommendation of the Academic Board the Council shall forthwith inform the Academic Board of the reasons for such action and shall give to the Academic Board the opportunity subsequently to make representations thereon to the Council.

- (c) Power to make such arrangements as the Council shall deem necessary to establish and maintain machinery for the consultation of industry, commerce, the professions, the universities, and other educational establishments, and research organisations, including where appropriate the appointment of Advisory Committees with members from one or more of the above fields. Such committees shall have the right of direct access to the Council, the Academic Board and the Director.
- (d) Power to appoint such other Committees as the Council

thinks fit (including where appropriate Committees with a membership which includes representatives of the Staff or of the Students' Union (or both)) and to determine their membership and functions. Any Committee so appointed may establish sub-committees and determine their membership and functions. The Council may delegate any of its powers to any such Committees or to the Director, the Deputy Director or the Secretary or such other officers of the Polytechnic as the Council thinks fit PROVIDED ALWAYS that the Council shall not delegate any of the following matters:-

- (i) the appointment or dismissal of the Director, the Deputy Director, the Secretary and the Assistant Directors;
- (ii) the termination of appointment of the Academic Registrar, the Head of Library Services and the Finance Officer;

(iii) approval of the annual estimates;

- (iv) the making alteration amendment or repeal of or addition to any Bye-laws made under the provisions of these Articles

And except where any such Committee consists exclusively of Governors:-

- (v) the termination of the membership of any Member of the Polytechnic.

(vi) the doing of any act or thing which, under or by virtue of any provision of the Companies Acts 1948 to 1976 (or any statutory re-enactment or modification thereof for the time being in force) is required to be done by the Council;

- (vii) the authorisation of the expenditure of any monies of the Polytechnic except within such limits as the Council shall consider reasonably necessary for the proper performance of their functions by any such Committee or person to whom the Council shall delegate such matters and shall notify them accordingly.

(e) Power to provide, maintain and regulate the building premises, furniture and equipment and all other means required for carrying on the work of the Polytechnic, including appropriate amenities for students and staff, residential accommodation and social and athletic facilities.

(f) Power to acquire or dispose of any property real or personal on behalf of the Polytechnic in any manner authorised by the Memorandum of Association.

(g) Power to enter into, vary, carry out and cancel contracts on behalf of the Polytechnic.

(h) Power to administer all property, securities and moneys held by the Polytechnic and to carry out, administer and execute any trust or discretion undertaken by the Polytechnic, and in particular to authorise the establishment of any fund or funds for such purposes connected with the Polytechnic as it may approve and to authorise expenditure therefrom, provided that the accounts of any such fund shall be audited annually to the satisfaction of the Council.

(i) Power to apply to the Authority for a grant in aid of the functions of the Polytechnic on conditions prescribed by the Authority from time to time in consultation with the Council and if necessary the Secretary of State for Education and Science.

(j) Power to incur expenditure within the limits of the total resources available to the Polytechnic. PROVIDED THAT all schemes for the provision of new buildings or premises to be financed by capital or revenue grants by the Authority shall first be submitted to the Authority for approval.

(k) Power to appoint academic and other staff of the Polytechnic on such conditions of service and at such remuneration as the Council shall prescribe from time to time after consultation with the Authority.

(l) Power and duty to implement such conditions of service, conditions of tenure and conditions of employment as may from time to time be required and to alter, modify and amend the same after consultation with appropriate Trades Unions.

(m) Power to suspend or terminate the employment of any staff of the Polytechnic.

(n) Power to set up and maintain such negotiating and consultative machinery as the Council shall deem necessary after consultation with the appropriate Trades Unions and staff representatives.

(o) Power to suspend a student from a course of education or to instruct him to withdraw therefrom or to expel or to refuse re-admission to any student of the Polytechnic whether on academic or other grounds.

(p) (i) Power subject to paragraph (iii) below to make and from time to time repeal or alter Regulations for the management and conduct of the Polytechnic and the affairs thereof and as to the conduct and duties of any officers, servants and

employees of the Polytechnic and as to the conduct of business by the Council or any Committee and generally as to any matters or things within the powers or under the control of the Council PROVIDED THAT such Regulations shall not be inconsistent with the Memorandum and Articles of Association of the Polytechnic or any Bye-laws made thereunder;

- (ii) Power in addition to and without prejudice to the generality of the foregoing subparagraph (i) above, but subject to subparagraph (iii) below and to Article 75 hereof to make and from time to time repeal or alter Bye-laws and Regulations as to:-
- (a) The appointment, promotion, discipline, suspension and dismissal of the staff of the Polytechnic;
 - (b) the admission, conduct, discipline, suspension and exclusion of students of the Polytechnic;
 - (c) the composition, functions, powers and responsibilities of the academic Board and the conduct of its business;
 - (d) the membership, functions, powers, duties and responsibilities of any Committee appointed under a power contained in these Articles;
 - (e) generally as to any other matter or thing within the powers or under the control of the Council.

PROVIDED THAT such Bye-laws and Regulations shall not be inconsistent with the Memorandum and Articles of Association of the Polytechnic and that such Regulations shall not be inconsistent with any Bye-laws made thereunder and PROVIDED FURTHER THAT no such Bye-laws or any addition, alteration or amendment thereto or repeal thereof shall be made without prior consultation with the Authority and without the prior approval of the Secretary of State for the Department of Education and Science.

- (iii) No Bye-laws or Regulations for the discipline of the staff of the Polytechnic or the duties of any of its servants, or employees or concerning the non-academic work of the Polytechnic shall be made altered amended or repealed without prior consultation with the

appropriate Trades Unions and no Bye-laws or Regulations concerning the Academic work of the Polytechnic shall be made altered amended or repealed without prior consultation with the Academic Board;

- (iv) Unless and until the Council shall otherwise determine Bye-laws made by the Council on the 21st day of May 1981 shall by the first Bye-laws of the Polytechnic;
- (v) Without prejudice to the generality of and in addition to the power contained in subparagraph (d) of this Article the Council shall have power to delegate to the Director the power contained in the foregoing paragraph (i) of this sub-clause to such extent and subject to such limitations as the Council shall determine and the Council may give power to the Director to sub-delegate the said power to such officers of the Polytechnic as the Council deems appropriate.

- (q) Power to exercise all the powers of the Polytechnic to borrow money, and to mortgage or charge its undertakings and property or any part thereof.

- (r) Power generally to do all things necessary or expedient for the due conduct of the affairs both academic and administrative of the Polytechnic not herein otherwise provided for.

MEETINGS OF THE COUNCIL

44. Ordinary meetings of the Council shall be held at such times as may from time to time be thought fit by the Council provided that in each year not less than three ordinary meetings be held, one in each academic term.
45. A special meeting may at any time be summoned by the direction of the Council or the Chairman for the time being or at the request in writing of any five Governors. No business shall be transacted at any special meeting other than the general nature of which shall be specified in the notice summoning the meeting and any business incidental thereto.
46. Every meeting, whether ordinary or special, shall be summoned by notice in writing, delivered personally or addressed and posted to each Governor stating the place, day and hour of the meeting and the business to be transacted. In the case of an ordinary or special meeting such notice shall be delivered personally or sent by first class post seven clear days before the date of the meeting (or in the case of an adjourned meeting immediately after the original meeting). In the case of a notice having been posted, notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such

service it shall be sufficient to prove that the letter containing the notice was properly addressed and sent by first class post. It shall not be necessary to serve notice of a meeting of the Council to any Governor for the time being absent from the United Kingdom.

47. The convening of and proceedings of the Council shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election, appointment or qualification of any Governor or by the accidental want of service of a notice of the meeting on any Governor.

48. Fifteen Governors shall constitute a quorum at an ordinary meeting but an ordinary meeting shall be considered inquorate if either when the meeting proceeds to business or at any time during the meeting the Governors present who are members of the staff or students constitute a majority. Unless the Council shall otherwise decide, fifteen Governors shall constitute a quorum at a special meeting but a special meeting shall be considered inquorate if either when the meeting proceeds to business or at any time during the meeting the Governors present who are members of the staff or students constitute a majority.

PROCEEDINGS OF MEETINGS OF THE COUNCIL

49. The Council shall, at the first ordinary meeting following the expiry of each academic year, elect from its number a Chairman and a Vice-Chairman, each of whom shall hold office until the next election of a Chairman and Vice-Chairman but shall be eligible for re-election. Any Governor other than the Director, his deputy, a member of the staff or a student, shall be eligible for election as Chairman or Vice-Chairman. If a vacancy shall occur in the office of Chairman or Vice-Chairman the Council shall at its next meeting elect from its number a new Chairman or Vice-Chairman as the case may be for the unexpired term of office.

50. The Chairman, or in his absence, the Vice-Chairman shall preside at meetings of the Council, but if both are absent for any meeting or part of a meeting a chairman shall be appointed for that meeting or part of a meeting by the Governors present.

51. If within half an hour from the time appointed for any meeting a quorum has not been constituted, the meeting shall stand adjourned to such other day and time as the majority of those present may determine, or in the absence of a decision until the same day and hour in the following week, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Governors present shall constitute a quorum.

52. All questions shall be decided by the votes of the majority of the Governors present and voting thereon. In the case of equality of votes, the Chairman of that meeting shall have a second or casting vote.

53. The Council shall cause minutes to be kept of the proceedings at meetings of the Council and all Committees and the same when agreed by the next meeting of the Council or Committee, as the case may be, and signed by the Chairman of that meeting shall be conclusive evidence of the matters stated therein.

54. Any Governor, having any pecuniary interest, whether direct or indirect, in any contract or other matter to be discussed at a meeting at which he is present, shall as soon as practicable disclose the fact of his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. A Governor shall not be treated as having a pecuniary interest in a matter by reason only of his being a member of the staff or a student at the Polytechnic if his interest is no greater than that of the members of the staff or students in general, as the case may be. No payment shall be made in respect of any work or service to any member of the Council without the authority of a prior resolution of the Council nor shall any such payment be made or authorised except in accordance with the provisions of Clause 4 of the Memorandum of Association.

55. Unless invited by a resolution of the Governors present at the meeting to remain, any Governor who is a student of the Polytechnic shall withdraw from that part of any meeting of the Council, or committee of the Council, at which there is consideration of the conditions of service, the appointment or promotion, suspension or dismissal of any member of the staff of the Polytechnic.

56. The Education Officer of the Authority or his representative shall be entitled to receive papers and to attend and speak at meetings of the Council.

57. Subject to the provisions of these Articles, the Council may adjourn and may by Standing Orders or otherwise regulate its meetings as it shall from time to time think fit.

THE DIRECTOR, DEPUTY DIRECTOR AND ASSISTANT DIRECTORS

58. The Council shall, subject to the approval of the Authority, appoint the Director upon such terms as the Council shall think fit.

59. The Director shall be responsible, under the general direction of the Council, for the development, organisation, management, conduct and discipline of the Polytechnic.

60. The Council may appoint one or more Deputy and/or Assistant Directors of the Polytechnic on such terms and for such period as it shall think fit.

61. The Deputy Director shall act as Director if there be no Director or no Director capable of acting by reason of illness

or otherwise. If there be no Deputy Director, the Council may appoint one of the Assistant Directors as Acting Director on such terms and for such period as it shall think fit.

THE SECRETARY

62. The Council shall appoint a Secretary upon such terms and conditions as the Council shall think fit. The Council may from time to time appoint an Assistant or Deputy or Acting Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
63. The Secretary shall act as Clerk to the Council, and in that capacity shall discharge such duties as may from time to time be determined by the Council.
64. The Secretary shall also act as the chief administrative officer of the Polytechnic, in which capacity he shall be responsible to the Director for the discharging of such other powers and duties as any Bye-Laws or Regulations may provide.

STAFF

65. All appointments and/or promotions shall be within the establishment approved for the Polytechnic by the Council, or by the Authority in those cases where the Authority so requires.
66. The Council, for good cause, may terminate the appointment of the Director, the Deputy Director, the Assistant Directors, the Secretary, the Finance Officer, the Academic Registrar or the Head of Library Services. Such termination shall immediately be reported to the Authority. The Council shall consult the Authority before reaching a decision to terminate the appointment of the Director or the Secretary.
67. The appointment, employment (including conditions of service and tenure), suspension and dismissal of all other members of the staff of the Polytechnic and any appeals and grievance procedures shall be governed by and be in accordance with the provisions of these Articles and any Bye-Laws or Regulations.

STUDENTS

68. The Council shall by Bye-Laws make provisions governing the rights, expulsion, suspension and exclusion of students.
69. The Director shall, in accordance with his responsibilities as herein defined, be primarily responsible for student discipline and shall have the power to reprimand or suspend a student for a period of up to one month, subject to reporting any such action without delay to the Chairman of the Council.
70. A Students' Standing Disciplinary Panel shall be appointed

annually as provided in the Bye-Laws, and the Students' Disciplinary Committee shall be formed from members of the above Standing Panel in accordance with the Bye-Laws. The Director shall not serve as a member of the Standing Panel.

STUDENTS' UNION

71. The Council shall recognise the Students' Union as an independent body representing students and with powers to manage its own affairs and funds.
72. The membership, powers and responsibilities of the Students' Union shall be regulated in accordance with its constitution as approved by the Council, and any amendments, repeals, variations or conditions to constitution shall be adopted and approved in such manner as the constitution shall prescribe but shall not take effect unless and until approved by the Council.
73. The constitution of the Students' Union shall provide for the appointment of a President of the Students' Union who shall be ex-officio a Governor and shall provide such other officers for such committees and other organisations as the Council may from time to time think fit. Notwithstanding the provision of such constitution the number of such officers who may be designated as Sabbatical Officers shall be regulated by the Council in accordance with the Bye-Laws.
74. The Students' Union shall have the right on matters of proper concern to the students to make representations to the Council, the Academic Board or the Director.
75. Bye-Laws shall not be made amended, modified, added to or repealed except by a Resolution by a two-thirds majority of the Council then present and voting provided that the Governors comprising such majority shall be more in number than one-half of the total number of Governors entitled to attend and vote on the said Resolution.

or otherwise. If there be no Deputy Director, the Council may appoint one of the Assistant Directors as Acting Director on such terms and for such period as it shall think fit.

THE SECRETARY

62. The Council shall appoint a Secretary upon such terms and conditions as the Council shall think fit. The Council may from time to time appoint an Assistant or Deputy or Acting Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
63. The Secretary shall act as Clerk to the Council, and in that capacity shall discharge such duties as may from time to time be determined by the Council.
64. The Secretary shall also act as the chief administrative officer of the Polytechnic, in which capacity he shall be responsible to the Director for the discharging of such other powers and duties as any Bye-Laws or Regulations may provide.

STAFF

65. All appointments and/or promotions shall be within the establishment approved for the Polytechnic by the Council, or by the Authority in those cases where the Authority so requires.
66. The Council, for good cause, may terminate the appointment of the Director, the Deputy Director, the Assistant Directors, the Secretary, the Finance Officer, the Academic Registrar or the Head of Library Services. Such termination shall immediately be reported to the Authority. The Council shall consult the Authority before reaching a decision to terminate the appointment of the Director or the Secretary.
67. The appointment, employment (including conditions of service and tenure), suspension and dismissal of all other members of the staff of the Polytechnic and any appeals and grievance procedures shall be governed by and be in accordance with the provisions of these Articles and any Bye-Laws or Regulations.

STUDENTS

68. The Council shall by Bye-Laws make provisions governing the rights, expulsion, suspension and exclusion of students.
69. The Director shall, in accordance with his responsibilities as herein defined, be primarily responsible for student discipline and shall have the power to reprimand or suspend a student for a period of up to one month, subject to reporting any such action without delay to the Chairman of the Council.
70. A Students' Standing Disciplinary Panel shall be appointed

annually as provided in the Bye-Laws, and the Students' Disciplinary Committee shall be formed from members of the above Standing Panel in accordance with the Bye-Laws. The Director shall not serve as a member of the Standing Panel.

STUDENTS' UNION

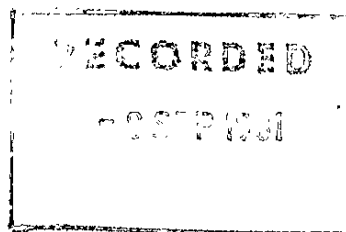
71. The Council shall recognise the Students' Union as an independent body representing students and with powers to manage its own affairs and funds.
72. The membership, powers and responsibilities of the Students' Union shall be regulated in accordance with its constitution as approved by the Council, and any amendments, repeals, variations or conditions to constitution shall be adopted and approved in such manner as the constitution shall prescribe but shall not take effect unless and until approved by the Council.
73. The constitution of the Students' Union shall provide for the appointment of a President of the Students' Union who shall be ex-officio a Governor and shall provide such other officers for such committees and other organisations as the Council may from time to time think fit. Notwithstanding the provision of such constitution the number of such officers who may be designated as Sabbatical Officers shall be regulated by the Council in accordance with the Bye-Laws.
74. The Students' Union shall have the right on matters of proper concern to the students to make representations to the Council, the Academic Board or the Director.
75. Bye-Laws shall not be made amended, modified, added to or repealed except by a Resolution by a two-thirds majority of the Council then present and voting provided that the Governors comprising such majority shall be more in number than one-half of the total number of Governors entitled to attend and vote on the said Resolution.

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POLYTECHNIC OF THE SOUTH BANK

Bye-Laws



**Made by the Council of Governors
under the Memorandum and Articles of Association**

21st May 1981

RESOLUTIONS

OF THE

COUNCIL OF GOVERNORS OF THE POLYTECHNIC OF THE SOUTH BANK

PASSED THE 21ST DAY OF MAY 1981

At the meeting of the Council of Governors held on 21st May 1981 it was RESOLVED:-

That the Bye-Laws set out in the print annexed hereto and, for the purposes of identification, initialled by the Chairman, be adopted as Bye-Laws of the Polytechnic.

That; notwithstanding the provision of the new Articles of Association of the Polytechnic as adopted by a Special Resolution of the Polytechnic dated the 21st day of May, 1981, the persons listed below, being members of the Academic Board elected or appointed under the previous Articles of Association of the Polytechnic and the Third Schedule thereto, shall be deemed for all purposes to have been elected or appointed members of the Academic Board under the new Articles of Association and the paragraph of Clause 25(1) of the Bye-Laws (adopted by Resolution No.1 above) set next against their respective name. Their election or appointment, as the case may be, shall take effect subject to the provisions of the new Articles of Association and of the Bye-Laws save only that each person shall be deemed to be elected or appointed for a period ending on the same date, or with the same event, as that person's term of office was due to end under the old Articles of Association and the Third Schedule thereto. At the end of such period the provisions of the new Articles of Association and of the Bye-Laws will apply in all respects:-

Bye-Laws continued...

Details of Paragraph of Clause 25(i) of the Bye-Laws under which the person is deemed to have been appointed or elected

Name of Person

Mr P Beck)
 Mr D Cleeve)
 Mr R John)
 Miss C Mather)
 Dr R Dixon)
 Mr J Franks)
 Mr A Fuad)
 Mr A Chambers)
 Mr D Frampton)
 Miss S Jack)
 Mr A Kennedy)
 Dr J Douek)
 Mr W Pay)
 Mr L Spence)
 Mr M Vuillermoz)
 Mr L Blake)

25(i) (i)

"Other members of the academic staff of the Polytechnic, chosen to ensure adequate coverage of the work of the Polytechnic whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to them by the Academic Board. Not less than one-fifth of the members of the Academic Board shall be elected by the academic staff (including for this purpose members of the full-time research staff of the Polytechnic who shall be entitled to vote and to stand in any election) or a section or sections thereof as the Council shall determine and, of such one-fifth or greater proportion, not less than six members shall be elected by the academic staff (including members of the full-time research staff of the Polytechnic) as a whole."

As above

Miss A Burkitt)
 Mr R Jinkinson)
 Mr D Pickard)
 Mr D Triesman)

Details of Paragraph of Clause 25(i) of the Bye-Laws under which the person is deemed to have been appointed or elected

Name of Person

Miss E Camplisson)
 Mr Collins)
 Miss S D'Arcy)
 Miss A Gaspar)
 Mr D Grey)
 Miss Greville)
 Mr N Guttmann)
 Miss Hilliard)
 Mr B Hudspeth)
 Miss A Scully)
 Mr M Stagg)

25(i)(j)

"The President Of the Students' Union of the Polytechnic for the time being together with other members of the Union, whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to the Council by the Academic Board."

As above

BYE-LAWS
OF
THE POLYTECHNIC OF THE SOUTH BANK

INTERPRETATION

1. All words and expressions shall have the same meanings as those assigned to them when used in the Memorandum and Articles of Association.

THE DIRECTOR, DEPUTY DIRECTOR AND ASSISTANT DIRECTORS

2. The Director shall be the Chief Officer of the Polytechnic and shall be an ex-officio member of all Committees set up by the Council.
3. The Deputy and Assistant Directors shall be responsible for those aspects of the running of the Polytechnic as shall be delegated to them from time to time by the Director, subject to any Regulations.

CHIEF ADMINISTRATIVE OFFICER

4. The Council shall appoint a chief administrative officer and the person appointed shall also be appointed Secretary and Clerk.
5. The chief administrative officer shall be responsible to the Director for the administration of the Polytechnic and shall be responsible to the Council in his capacity as Company Secretary and Clerk to the Council.

APPOINTMENT AND PROMOTION OF STAFF

6. The Staff (other than the Director, Deputy Director, Assistant Directors and Secretary) shall be appointed and/or promoted by the Director, unless the Council shall decide that any other appointment and/or promotion should be reserved to itself.
7. The Director shall exercise his power to appoint and/or promote staff in accordance with such Regulations as the Council shall make from time to time, and such Regulations shall provide inter alia for the following:

- (a) Proper consultation with the Academic Board in the setting-up of selection committees for the appointment of teaching staff.
- (b) Representation of the Council by such numbers of Governors as the Council may determine from time to time, on selection committees for the appointment of heads of Department and Division, the Academic Registrar, the Finance Officer, the Head of Library Services and such other administrative staff as the Council may from time to time determine. The Council shall delegate to selection committees the power to confirm appointments.

- (c) Appointment and promotion of members of the non-teaching staff under such arrangements as have been approved by the Council after having sought the advice of the Director and Secretary.

8. Staff shall be employed by the Council in accordance with and subject to such conditions of employment and service as shall have been approved by the Council after due consultation with the appropriate Trades Union(s) representing the staff concerned and PROVIDED THAT the said conditions of employment and service shall be consistent with local and national agreements with the said Unions.

SUSPENSION OF STAFF

9. The Chairman of the Council (or in his absence the Vice-Chairman) together with not less than two other Governors (who are not themselves members of staff or students) may, pending an enquiry, suspend from office the Director and/or the Secretary.

10. The Director may, in accordance with the Conditions of Tenure of such staff for the time being in force, suspend from office or employment a Deputy Director, Assistant Director or any member of the teaching staff.

11. The Director may, pending an enquiry, suspend from office or employment the Academic Registrar, the Finance Officer, the Head of Library Services or any member of the non-teaching staff.

PROVIDED THAT (a) any such suspension under Bye-Law 9 shall forthwith be reported to a Special Meeting of the Council which shall be convened for the purpose as soon as possible, and to the Authority;

- (b) any suspension under Bye-Laws 10 and 11 shall forthwith be reported to the Chairman of Council; and
- (c) a person suspended from office or employment as aforesaid shall be entitled to receive full salary during his period of suspension.

12. Subject as aforesaid and to any agreed conditions of tenure appropriate to the category of staff concerned, the procedure for the suspension of any member of the staff of the Polytechnic shall be determined by the Council after consultation with the appropriate Trade(s) Union(s).

13. Any complaint made by a member or members of staff against another member or members of the staff shall be dealt with according to the grievance procedure(s) established in accordance with local and national agreements (if any) with the appropriate Trade(s) Union(s).

TERMINATION OF THE APPOINTMENTS OF STAFF

14. The Council shall, by Regulations, establish proper machinery and set up disciplinary committees as shall be necessary to investigate all cases of the termination of appointment of the officers listed under Article 66, and such termination shall not take effect until each stage of the machinery which has been invoked is completed.

15. Any Regulations issued by the Council in pursuance of Bye-Law 14 shall be in accordance with the conditions of service and/or tenure applicable to the member of staff concerned.

16.(i) The Council, for good cause, may terminate the appointment of any member of the full-time teaching staff in accordance with the procedure for such termination as embodied in the conditions of tenure for full-time teaching staff for the time being in force, and such termination shall not take effect until each stage of the machinery which has been invoked is completed PROVIDED THAT provision shall be contained in the conditions of tenure for full-time teaching staff giving the person concerned a right of hearing where dismissal is under consideration and a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf;

- (ii) Notwithstanding the provisions of this Bye-Law and any procedures established thereunder any research fellow or research assistant to whose dismissal Section 54 of the Employment Protection (Consolidation) Act 1978 (or any statutory modification or re-enactment thereof for the time being in force) would not apply (unless such dismissal was for an inadmissible reason within the meaning of the said Act) shall not be entitled to a right of appeal as aforesaid.
19. Any termination of appointment by the Director or by the Secretary of any member of the full-time staff to whose employment Section 54 of the Employment Protection (Consolidation) Act 1978 does apply shall be reported to the Council.
20. No Regulation made under these Bye-Laws relating to the procedures governing the termination of appointment of staff shall be published or amended without prior consultation with the appropriate Trade(s) Union(s) and, even where not specifically stated, all such Regulations shall be consistent with relevant local and national agreements which affect the conditions of employment of the category of staff concerned.

STUDENTS

- 21.(1) The Council shall maintain a Joint Committee for Student Affairs, which shall be a consultative committee consisting of Governors, members of the Academic Board and representatives of the Students' Union in such proportion as the Council may determine in consultation with the Students' Union.
- (ii) The Committee shall meet at least once in each term under the chairmanship of the Director or his representative.
- (iii) The Committee shall have the right to make recommendations to the Council and to the Academic Board. The submission of any matter for consideration by the committee or the making of any such recommendation shall not preclude the right of the Students' Union to make representations to, and to present information direct to, the Council or the Academic Board.
- 22.(i) The Director or, in his absence the Deputy Director, may refer any case to the Students' Disciplinary Committee set up in accordance with these Bye-Laws or, with the prior consent of the student, deal with the case himself by:
- (a) dismissal of the case
 - (b) reprimanding the student
 - (c) suspension of the student for a period of up to one month

- (ii) The Director, for good cause, may terminate the appointment of any member of the part-time teaching staff (with the exception of those referred to in Bye-Law 16 (iii) below) in accordance with the procedure for such termination as contained in regulations made from time to time by the Council PROVIDED THAT provision shall be contained in such regulations for any member of the part-time teaching staff concerned (other than any person referred to in Bye-Law 16 (iii) below) to have a right of hearing where dismissal is under consideration and a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf;
- (iii) The Director may terminate the appointment of any member of the part-time teaching staff to whose dismissal S.54 of the Employment Protection (Consolidation) Act 1978 (or any statutory modification or re-enactment thereof for the time being in force) would not apply unless such dismissal was for an inadmissible reason within the meaning of the Employment Protection (Consolidation) Act 1978. The procedure for such termination shall be in accordance with Regulations made from time to time by the Council.
17. (i) The Council, for good cause, may terminate the appointment of members of the non-teaching staff and the Council shall establish severally procedures in respect of each of the categories of staff concerned PROVIDED THAT provision shall be made for the person concerned to have a right of hearing where dismissal is under consideration and a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf. The Council may delegate the power to terminate the appointment of non-teaching staff in respect of such categories of staff as the Council may in its absolute discretion from time to time determine to the Director or to the Secretary;
- (ii) Notwithstanding the provisions of this Bye-Law and any procedures established thereunder members of the non-teaching staff to whose dismissal Section 54 of the Employment Protection (Consolidation) Act 1978 would not apply (unless such dismissal was for an inadmissible reason within the meaning of the Employment Protection (Consolidation) Act 1978) shall not be entitled to a right of appeal as aforesaid.
18. (1) The Director, for good cause, may terminate the appointment of any research fellow or research assistant in accordance with the procedure for such termination contained in Regulations made from time to time by the Council PROVIDED THAT provision shall be contained in such Regulations for any research fellow or research assistant to have a right of appeal against the decision to dismiss, including in each case a right to be heard in person accompanied by a friend who may speak on his behalf.

(ii) Any student so reprimanded or so suspended by the Director shall have the right to have his case referred to the Students' Disciplinary Committee.

(iii) The Student's Standing Disciplinary Panel set up in accordance with Article 70 shall consist of four Governors (not being members of the staff or students), ten members of the full-time academic staff and ten students of whom one shall be the President of the Students' Union. Members of the Students' Standing Disciplinary Panel shall be appointed as follows:

(a) From the Council, by nomination and election if necessary at the first ordinary meeting of the Council in the Autumn term of each year, to serve until their successors are appointed in the following year. Appointed Governors may be re-appointed annually without limit for as long as they remain Governors.

(b) From the full-time academic staff, by random selection annually, by a procedure agreed by the Academic Board and the Students' Union and undertaken each year during the Autumn Term under the supervision of the Academic Registrar, with the Staffing Officer and a representative of the Students' Union in attendance. Members of staff so selected shall be members of the Students' Standing Disciplinary Panel until their successors are appointed.

(c) Nine students, whose names shall be selected annually during the Spring Term, by a procedure agreed by the Joint Committee for Student Affairs and the Students' Union, under the supervision of the Academic Registrar, with an Assistant Director and a representative of the Students' Union in attendance. Students in their first or their final year at the time of selection shall not be included in the selection procedure. The students selected shall serve for the whole of the following academic session (including vacations).

(d) The absence of a scrutineer from the Students' Union shall not invalidate the selection procedures set out in (b) and (c) above provided that the Students' Union be given at least two weeks' notice, in term time, to provide a representative.

(iv) When any case arises that needs to be heard by a Students' Disciplinary Committee, the Secretary shall select the Committee by lot, in the presence of the Academic Registrar or a Dean from the members of the Students' Standing Disciplinary Panel, the Committee to comprise two Governors, two members of the academic staff, one selected student and the President of the Students' Union EXCEPT THAT when the President of the Students' Union is directly involved

in the case (or is unwilling or unable to serve) he shall not serve as a member of the Disciplinary Committee and in his stead a second student shall be selected from the Standing Panel by lot. Any member of the Standing Panel who is directly involved in the case concerned or, in the opinion of the Secretary, is in a close relationship with any person directly involved, shall be excluded from the draw for the Disciplinary Committee. The Disciplinary Committee shall appoint its own chairman.

(v) The Students' Disciplinary Committee shall hear a case within fourteen days of its submission and shall have the power to suspend or expel a student and to consider an appeal by a student against reprimand or suspension ordered by the Director within his authority.

(vi) The student shall have a right to be heard in person and to be accompanied by a friend who may speak on his behalf before any meeting of the Students' Disciplinary Committee. He shall also have a right of appeal to the Council, including the right to be heard in person and to be accompanied by a friend who may speak on his behalf, against any decision of the Committee including any decision on an appeal made to the Committee against suspension ordered by the Director within his authority. Whether or not an appeal is made, the facts of the case shall be reported to the Council.

(vii) Governors who were present at a prior meeting of the Students' Disciplinary Committee which considered a case shall not take part as Governors in that part of a subsequent meeting of the Council during which an appeal is considered.

(viii) The Director shall have the power to make such Regulations as may be necessary from time to time to govern matters affecting student discipline PROVIDED THAT no Regulation shall be made without prior consultation with the Joint Committee for Student Affairs.

23. (i) When a person has been excluded from a course (by a course director or other person or committee empowered by the Academic Board to exclude students on academic grounds) because his progress or ability, including failure to attend or submit work as required, has been considered so unsatisfactory as to justify this action, the student may submit a request that he should be given an opportunity to justify to the Academic Board (or to a committee designated by the Academic Board for the purpose) his continuance on the course and to state any mitigating factors which he might consider relevant. However in any case where a decision in respect of a student's academic progress, ability or attainment has been taken by an Examination Board, the student concerned shall only be permitted to make an appeal in accordance with the "procedure for Student Appeals against Examination Boards" as approved by the Academic Board for the time being in force.

(ii) The Decision of the Academic Board (or of its designated committee or of any Examination Board) in the execution of the Academic Board's responsibilities as defined in these Bye-Laws and taken after the student has been given the opportunity to justify his case shall be final, EXCEPT THAT should a student contend that the decision to exclude him has been taken on other than academic grounds, he shall be entitled to submit to the Council a statement of the grounds (other than academic) on which he alleges that he has been excluded.

The Council shall thereupon appoint a Panel of Enquiry, consisting of three of their number, to consider the submission and to hear evidence from the student and from any member or members of the staff alleged to be concerned. The student and any such member of the staff shall have the right to be heard in person by the Panel and each to be accompanied, if they so wish, by a friend who may speak on their behalf.

(iii) Any Governor who was present at a prior meeting of the Academic Board or such committee or examination board which considered the case shall not be a member of the Panel of Enquiry convened to consider the case nor shall he take part in that part of a subsequent meeting of the Council during which the appeal is considered.

(iv) The Panel of Enquiry shall determine on the evidence submitted whether or not a prima facie case exists justifying an appeal to the Council and it shall report to the Council accordingly. If the Panel decides that a prima facie case exists the appeal shall be heard by the Council and at the hearing the student and any member or members of the staff alleged to be concerned shall have the right to be heard in person and each to be accompanied, if they so wish, by a friend who may speak on their behalf. If the Panel of Enquiry determines that a case does not exist, the decision of the Academic Board, committee or examination board shall stand without any further right of appeal.

STUDENTS' UNION

24. (i) The Students' Union shall be permitted to elect full-time Sabbatical officers who must be attending a full-time or sandwich course in the Polytechnic, or already be a sabbatical officer, at the time of their election. No student may serve as a sabbatical officer for more than two sessions in all.

(ii) The Students' Union shall be permitted to nominate their members to serve on the various committees on which student representation is agreed and when the Union is the nominating body, PROVIDED THAT in the case of Standing

Committees of the Council only Governors elected by the Students' Union shall serve as student representatives.

THE ACADEMIC BOARD

25. (i) In accordance with and subject to the provisions of Article 43, the composition of the Academic Board shall be:

- (a) The Director
- (b) The Deputy Director
- (c) The Assistant Directors
- (d) Deans of Faculty
- (e) The Secretary
- (f) The Head of Library Services
- (g) The Head of Computer Services
- (h) Heads of all Departments and extra-departmental Divisions
- (i) Other members of the academic staff of the Polytechnic,

chosen to ensure adequate coverage of the work of the Polytechnic whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to them by the Academic Board. Not less than one-fifth of the members of the Academic Board shall be elected by the academic staff (including for this purpose members of the full-time research staff of the Polytechnic who shall be entitled to vote and to stand in any election) or a section or sections thereof as the Council shall determine and, of such one-fifth or greater proportion, not less than six members shall be elected by the academic staff (including members of the full-time research staff of the Polytechnic) as a whole.

(j) The President of the Students' Union of the Polytechnic for the time being together with other members of the Union, whose number and method of appointment shall be determined by the Council after taking into account the recommendations, if any, made to the Council by the Academic Board.

(k) One member elected by and from the full-time technician staff of the Polytechnic.

(l) One member elected by and from the other full-time salaried non-teaching staff of the Polytechnic.

(ii) The Director shall be the Chairman of the Academic Board and he, or in his absence his deputy, shall preside at meetings of the Board.

(iii) The Academic Registrar shall be the Clerk to the Academic Board.

- (iv) The Academic Board may invite students and other persons, who need not necessarily be members of the academic staff of the Polytechnic, to attend any of the meetings and to participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Board.
- (v) The Academic Board shall have power, subject to provisions of Articles and of these Bye-Laws, to regulate its proceedings and the conduct of its business and it shall report at regular intervals to the Council.
- (vi) The Academic Board shall be responsible to the Council for the following functions:
- (a) The fostering and maintenance of the closest possible connections with industry, commerce, the professions, universities, and other educational establishments and research organisations, including recommending to the Council the establishment of such committees for this purpose as it deems necessary.
 - (b) The appointment of External Examiners under such schemes as may be recommended to and approved by the Council.
 - (c) The making to the Council of such reports and recommendations as the Academic Board may think fit on any academic and related matters or on any matter referred to the Academic Board by the Council.
 - (d) The appointment of Deans of Faculty and arrangements for their election.
- (vii) The Academic Board shall be responsible for:
- (a) The planning, co-ordination, development and oversight of all academic work (including research) of the Polytechnic and the maintenance of academic standards.
 - (b) Any academic publications made in the name of the Polytechnic.
 - (c) The regulation of academic conditions for the admission of students to and their progression within the Polytechnic.
 - (d) The regulation of examinations conducted by the Polytechnic.
 - (e) The exclusion of students on academic grounds from the further pursuance of courses in which they have been enrolled.
- (f) The awarding of academic qualifications of the Polytechnic to persons who have satisfactorily completed a course of study approved by the Academic Board for this purpose.
- (g) The making of recommendations to the appropriate body for the award of academic qualifications, fellowships, scholarships, bursaries, prizes or other distinctions.
- (h) The making of recommendations to the Council for the award of Honorary Fellowships of the Polytechnic.
- (i) The nomination of academic representatives to external bodies.
- (j) The exercise of any other functions which may be delegated to it by the Council.
- (viii) The Academic Board may and as far as practicable shall delegate its responsibilities to Faculties and Departments in matters not affecting other Faculties or Departments respectively or the Polytechnic as a whole.
- (ix) The Academic Board shall establish such committees as it thinks fit (including, where appropriate, committees with a membership which includes representatives of the Students' Union and, if necessary, other persons who are not members of the Board or of the staff of the Polytechnic) and shall determine their membership and functions. Any committee of the Academic Board may establish sub-committees and determine their membership and function.
- (x) In accordance with the Articles, the Council may accept, reject or refer back any recommendation made to it by the Board, but shall give to the Board its reason for any such rejection or reference back and shall afford to the Board the opportunity to make representations to the Council in respect thereof.
- (xi) Subject to the provisions of the Articles and of these Bye-Laws, the Academic Board shall have the power to make Standing Orders governing the procedure at all meetings of the Academic Board.
26. Except as otherwise provided in the Standing Orders of the Council, at every meeting the minutes of the last meeting shall be taken as the first business and, if accurate,

PROCEEDINGS OF THE COUNCIL

shall be signed as a true record.

27. The Council may invite any person to attend and to speak at any meeting.

28. Subject to the provisions of the Articles and of these Bye-Laws the Council may make standing orders governing the procedure at all meetings of the Council and may from time to time amend, repeal or add to the same.

COMMITTEES OF THE COUNCIL

29. In accordance with Article 43(d) the Council may from time to time establish such Committees as it thinks fit and determine their membership and functions and may from time to time abolish or create new Committees or vary or add to their membership and functions.

30. In accordance with Article 43(c) the Council shall ensure that there is adequate machinery, by the establishment of Advisory Committees or other means for consultation with the professions, and with commerce and industry of matters affecting the work of the Polytechnic.

31. Subject to the provisions of the Articles and of these Bye-Laws, the Council may make standing orders governing the procedure at all meetings of its Committees and may from time to time amend, repeal or add to the same.

FINANCIAL ARRANGEMENTS

32. The Council shall cause annual estimates of expenditure and income to be prepared.

33. The Council shall make such Financial Regulations as may from time to time prove necessary to ensure the proper administration and control of the Polytechnic's resources, expenditure and income. Such Regulations shall not be inconsistent with the Articles or these Bye-Laws and may from time to time be amended, repealed or added to.

ADMINISTRATIVE ARRANGEMENTS

34. The Director may make such Administrative Regulations as may from time to time prove necessary to ensure that admin-

istrative procedures and requirements are properly executed. Such Regulations shall not be inconsistent with the Articles or these Bye-Laws and may from time to time be amended, repealed or added to.

35. The Director shall, by means of Administrative Regulations or otherwise, execute the policy of the Council in matters affecting the health, safety and welfare of staff and students in accordance with the requirements of the Health and Safety at Work Act, 1974 (or any statutory modification or re-enactment thereof).

THE POLYTECHNIC OF THE SOUTH BANK

Members are asked to consider and if thought fit to pass the following Special Resolutions.

SPECIAL RESOLUTIONS

1. That the proposed amendments having been submitted to and approved by the Department of Trade and Industry (formerly the Board of Trade) and the Secretary of State for Education and Science, and consultation having taken place with the Inner London Education Authority and the Council of Governors, with effect from 1st April 1989 ("the Adoption Date") the Memorandum and Articles of Association of the Polytechnic be altered by:-
 - i. deleting Clauses 3 to 7 inclusive of the Polytechnic's present Memorandum of Association and substituting in lieu thereof clauses 3,4 and 5 in the New Memorandum as set out in the print annexed hereto;
 - ii. renumbering Clauses 8 to 10 inclusive in the Polytechnic's present Memorandum as Clauses 6 to 8 inclusive in the New Memorandum annexed hereto;
 - iii. deleting the whole of the Polytechnic's present Articles of Association and substituting in lieu the Articles of Association set out in the print annexed hereto;

2. That notwithstanding the New Articles adopted by Special Resolution No. 1 above, any disciplinary procedures commenced pursuant to the previous Articles of Association ("the Previous Articles") prior to the Adoption date shall be governed by the provisions of the Previous Articles and any regulations or bye-laws made thereunder, to the intent that the provision of the New Articles and any regulations or bye-laws made thereunder shall not apply, save only that any reference to the Council of Governors in the Previous Articles and any regulations or bye-laws made thereunder shall be deemed to be a reference to the Board of Governors constituted under the provisions of the New Articles and Special Resolution No. 1 above PROVIDED THAT this Resolution is made purely for the avoidance of doubt and shall not be construed as in any way affecting any question as to whether any other matter shall be governed by the provisions of the Previous Articles and any regulations or bye-laws made thereunder or the New Articles and regulations or bye-laws made thereunder and any such matter shall be governed by the general law.

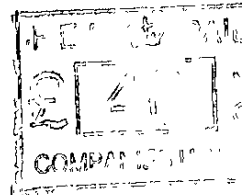
BY ORDER OF THE COUNCIL

J. F. Ehrlich
Secretary

Dated: 20th February 1989

Registered Office: 103 Borough Road
London SE1 OAA

244



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 986761
COMPANY NAME THE POLYTECHNIC OF THE SOUTHBANK

At an Extraordinary General*~~/Annual General~~*~~General~~ Meeting of the members of the above named company, duly convened and held at:

103, BOROUGH ROAD, LONDON, SE1 0AA

on the 15th day of DECEMBER 1988

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME SOUTH BANK POLYTECHNIC
with effect from 31st March 1989

Signature: *J. F. Chrishop*
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

MR I F CHRISHOP
SECRETARY
POLYTECHNIC OF THE SOUTH BANK
BOROUGH ROAD
LONDON SE1 0AA



G

COMPANIES FORM No. 30(5)(c)

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not
write in
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full
name of company

† delete as
applicable

For official use

--	--	--	--

Company number

986761

Name of company

* ~~SOUTH BANK POLYTECHNIC~~ THE POLYTECHNIC OF THE SOUTH BANK

I, IAN FREDERICK CHRISHOP

of "Keld", Hurdie Way

Compton Down, Winchester SO21 2AW

[a director] [the secretary] † of ~~SOUTH BANK POLYTECHNIC~~ THE POLYTECHNIC OF THE SOUTH BANK
103 BOROUGH ROAD, LONDON SE1 0AA *

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 103 BOROUGH ROAD

LONDON

SE1 0AA

the 24th day of JANUARY

One thousand nine hundred and Eighty-Nine

before me G. A. Jackson

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Taylor Garrett

180 Fleet Street

London EC4A 2NT

Declarant to sign below

J. F. Chrishop

Presentor's name address and
reference (if any):

Mr I F Chrishop
Secretary
South Bank Polytechnic
103 Borough Road
London
SE1 0AA

For official Use

General Section

Post room



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 986761

I hereby certify that

THE POLYTECHNIC OF THE SOUTH BANK

having by special resolution changed its name,
is now incorporated under the name of

SOUTH BANK POLYTECHNIC

Given under my hand at the Companies Registration Office,
Cardiff the 31 MARCH 1989

A handwritten signature in cursive script, appearing to read 'B.M. Jones'.

Mrs. D.M. JONES

an authorised officer

98 6761

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

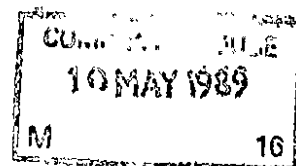
- of -

SOUTH BANK POLYTECHNIC

1. The name of the Company (hereinafter called "the Polytechnic") is SOUTH BANK POLYTECHNIC.
2. The registered office of the Polytechnic will be situated in England.
3. The objects for which the Polytechnic is established are:-
 - (a) To establish carry on and conduct a Polytechnic.
 - (b) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social, cultural and professional education and training.
 - (c) To provide courses of education both full time and part time.
 - (d) To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (e) To provide for the recreational and social needs and the health and welfare of students of the Polytechnic.

Was 3(a) — (f) For the purposes aforesaid and for any purpose reasonably incidental thereto:

→ former 3(f) now 3(f)(15)



- (1) To provide teaching or examination rooms, offices, board, lodging and all other necessities and conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the Polytechnic and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.
- (2) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.
- (3) To receive any property, rights and liabilities transferred or to be transferred to the Polytechnic under Section 130 of the Education Reform Act 1988.
- (4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.
- (5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the Polytechnic.
- (6) To license, deal in, and develop any processes, inventions or discoveries in which the Polytechnic or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof, provided that the Polytechnic shall not engage in such dealing and development as a part of its ordinary business.
- (7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.
- (8) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the Polytechnic, or to any funds or property of

which the Polytechnic shall be the manager or trustee.

- (9) To invest the monies of the Polytechnic not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give prizes, and to give certificates and diplomas to persons who are or have been students of the Polytechnic and to participate in any arrangements made with any University or Institute of higher education or any other body having the appropriate powers whereby students or former students of the Polytechnic may become qualified to receive any Degrees or other academic qualifications. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department named or implied.
- (11) To make and publish bye-laws, rules and regulations for the government and conduct of the Polytechnic and its students, and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient, and subject to any amendments required by the Secretary of State as she/he may require under Section 156 of the Education Reform Act 1988.
- (12) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.
- (13) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled

thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.

- Moved from
3 (F)
- (14) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
 - (15) To promote the policy of equality of opportunity.
 - (16) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Polytechnic shall take or hold any property which may be subject to any trusts the Polytechnic shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Polytechnic shall not do or support anything which if an object of the Polytechnic would make it a trade union.
- (iii) In case the Polytechnic shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Polytechnic shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors of the Polytechnic shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been if no incorporation had been affected, and the incorporation of the Polytechnic shall not diminish or impair any control or authority

exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Polytechnic were not incorporated.

4. The income and property of the Polytechnic whencesoever derived, shall be applied solely towards the promotion of the objects of the Polytechnic as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Polytechnic.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Polytechnic or to any member of the Polytechnic in return for any services actually rendered to the Polytechnic nor prevent the payment of interest at a reasonable rate not exceeding two per cent per annum above the base lending rate from time to time of Midland Bank Plc (or such other of the London Clearing Banks as the Board of Governors may by resolution from time to time determine) on money lent, or reasonable and proper rent for premises demised or let by any member of the Polytechnic; but so that subject as hereinafter provided no member of the Board of Governors shall be appointed to any office of the Polytechnic remunerated by salary or fees and no remuneration or other benefit in money or moneys worth shall be given by the Polytechnic to any member of the Board of Governors of the Polytechnic except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Polytechnic; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a member of the Board of Governors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits she or he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration as Director, members of the staff or examiners of the Polytechnic does not at any time exceed five apply to the payment of such remuneration, subject to the condition that such Governors shall not attend that part of the meeting of the Board of Governors at which their remuneration or terms and conditions of service are discussed.

Reduced fr
12.
new
addition

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been submitted to and approved by the Secretary of State for Education and Science and the Department of Trade and Industry. Before initiating a proposal for an addition, alteration or

amendment as aforesaid the Board of Governors shall consult any other interest directly affected.

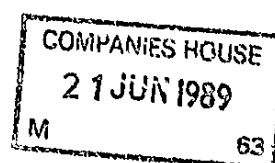
6. The liability of the members is limited.
7. Every member of the Polytechnic undertakes to contribute to the assets of the Polytechnic, in the event of the same being wound up while she or he is a member, for payment of debts and liabilities of the Polytechnic contracted before she or he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
8. If upon the winding up or dissolution of the Polytechnic 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 Polytechnic, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Polytechnic, 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 Polytechnic under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Polytechnic at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

SOUTH BANK
POLYTECHNIC



Memorandum and
Articles of Association

1989



NO. OF COMPANY 986761

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

- OF -

SOUTH BANK POLYTECHNIC

Passed the 8th day of June 1989

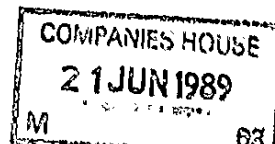
At an Extraordinary General Meeting duly convened and held on the 8th day of June 1989 the subjoined resolutions were duly passed as Special Resolutions, viz:-

"That the proposed amendments having been submitted to and approved by the Department of Trade and Industry (formerly the Board of Trade) and the Secretary for Education and Science, and consultation having taken place with the Board of Governors, the Memorandum of Association of the Polytechnic be altered by:-

- (i) deleting Clause 3(f) of the Polytechnic's present Memorandum of Association and re-numbering present Clause 3(g) as 3(f).
- (ii) inserting new Clause 3(f) (15).
"To promote the policy of equality of opportunity"
- (iii) renumbering present Clause 3(f)(15) as Clause 3(f)(16).
- (iv) amending Clause 4(ii) to read:

"shall not, so long as the number of Governors who are in receipt of remuneration as Director members of the staff or examiners of the Polytechnic does not at any time exceed five apply to the payment of such remuneration, subject to the condition that such Governors shall not attend that part of any meeting of the Board of Governors at which their remuneration or terms and conditions of service are discussed"

CHRISTOPHER J McLAREN
CHAIRMAN



NO OF COMPANY: 986761

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

- OF -

THE POLYTECHNIC OF THE SOUTH BANK

At the Annual General Meeting duly convened and held on the 16th day of March 1989 the subjoined resolutions were duly passed as Special Resolutions, viz:-

SPECIAL RESOLUTIONS

1. That the proposed amendments having been submitted to and approved by the Department of Trade and Industry (formerly the Board of Trade) and the Secretary of State for Education and Science, and consultation having taken place with the Inner London Education Authority and the Council of Governors, with effect from 1st April 1989 ("the Adoption Date") the Memorandum and Articles of Association of the Polytechnic be altered by:-
 - i deleting Clauses 3 to 7 inclusive of the Polytechnic's present Memorandum of Association and substituting in lieu thereof clauses 3,4 and 5 in the New Memorandum as set out in the print annexed hereto;
 - ii renumbering Clauses 8 to 10 inclusive in the Polytechnic's present Memorandum as Clauses 6 to 8 inclusive in the New Memorandum annexed hereto;
 - iii deleting the whole of the Polytechnic's present Articles of Association and substituting in lieu the Articles of Association set out in the print annexed hereto; and that notwithstanding the provisions relating to the appointment and election of Governors contained in Article 5(a), (e) and (f) of the New Articles of Association, ("the New Articles") and having consulted all relevant bodies in accordance with the New Articles, the following persons listed below shall be appointed Members of the Board of Governors with effect from the Adoption Date. Such persons shall be deemed to have been appointed pursuant to the paragraph of Article 5 set out against their name in Column 2 of the table below and such appointments shall take effect subject to the provisions of the New Articles and in particular each Governor's term of office shall be determined pursuant to the New Articles:-

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

SOUTH BANK POLYTECHNIC

1. The name of the Company (hereinafter called "the Polytechnic") is SOUTH BANK POLYTECHNIC.
2. The registered office of the Polytechnic will be situated in England.
3. The objects for which the Polytechnic is established are:-
 - (a) To establish carry on and conduct a Polytechnic.
 - (b) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social, cultural and professional education and training.
 - (c) To provide courses of education both full time and part time.
 - (d) To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (e) To provide for the recreational and social needs and the health and welfare of students of the Polytechnic.
 - (f) For the purposes aforesaid and for any purpose reasonably incidental thereto:
 - (1) To provide teaching or examination rooms, offices, board, lodging and all other necessities and conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the Polytechnic and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.
 - (2) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.

- (13) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.
- (14) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- (15) To promote the policy of equality of opportunity.
- (16) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Polytechnic shall take or hold any property which may be subject to any trusts the Polytechnic shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Polytechnic shall not do or support anything which if an object of the Polytechnic would make it a trade union.
- (iii) In case the Polytechnic shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Polytechnic shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors of the Polytechnic shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been if no incorporation had been affected, and the incorporation of the Polytechnic shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Polytechnic were not incorporated.

- 4. The income and property of the Polytechnic whencesoever derived, shall be applied solely towards the promotion of the objects of the Polytechnic as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Polytechnic.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Polytechnic or to any member of the Polytechnic in return for any services actually rendered to the Polytechnic nor prevent the payment of interest at a reasonable rate not exceeding two per cent per annum above the base lending rate from time to time of Midland Bank Plc (or such other of the London Clearing Banks as the Board of Governors may by resolution from time to time determine) on money lent, or reasonable and proper rent for premises

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

HAROLD CHARLES SHEARMAN 4 Selborne Road New Malden Surrey	Knight Deputy Lieutenant
--	-----------------------------

WILLIAM HUGH BEETON 17 Harewood Road South Croydon Surrey	Colonial Administration (Retd)
--	--------------------------------------

ALBERT HENRY MUMFORD K.B.E 27 Grendon Gardens Wembley Park Middx	Chartered Engineer
---	-----------------------

STANLEY WILFRED MAYNE 9 Kings Hall Road Beckenham Kent BR3 1LT	Retired
---	---------

ELLIOTT MORLEY HEAP The Hall Havering-atte-Bower Nr Romford Essex	Retired
--	---------

WILLIAM GEORGE OVEREND The Retreat Nightingales Lane Chalfont St. Giles Bucks	University Professor
---	-------------------------

VIVIAN PEREIRA-MENDOZA 183 Salman Street Kingsbury London NW9	College Principal
--	-------------------

DATED the 24th day of July 1970

WITNESS to the above Signatures:-

FREDK J PACKER
45 Broxbourne Road
Orpington Kent

Chartered Secretary

Subscrib.Doc

ARTICLES OF ASSOCIATION

OF

SOUTH BANK POLYTECHNIC

OBJECTIVE

- 1 The SOUTH BANK POLYTECHNIC is established for the purposes expressed in the Memorandum of Association.

INTERPRETATION

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

"The Company" means the Company known as South Bank Polytechnic.

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

"The Board of Governors" means the Board of Governors as a body or a quorum of the Governors at a meeting of the Board of Governors.

"The Polytechnic" means South Bank Polytechnic.

"The Secretary of State" means the Secretary of State for Education and Science.

"The Director" means the Director of the Polytechnic.

"The Academic Board" means the Academic Board of the Polytechnic as provided in these Articles as a body or a quorum of the members of the Academic Board at a meeting of that Board.

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

"P.C.F.C." means the Polytechnic and Colleges Funding Council established under Section 132 of the Education Reform Act 1988.

"Holders of Senior Posts" means the Director, the Clerk to the Board of Governors and the holders of such other senior posts as the Board of Governors determines under Article 14(d) and "holder of a senior post" shall be construed accordingly.

(iii) an elected member of any local Authority.

"Staff Governor" means a Governor appointed under Article 5(d), (e) or (f).

"Student Governor" means a Governor appointed under Article 5(g).

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

CONDUCT OF THE POLYTECHNIC

3. The Polytechnic shall be conducted in accordance with the provisions of the Act, the Education Acts, any relevant regulations, orders or directions made by the Secretary of State under Section 156 of the Education Reform Act 1988, and subject thereto, in accordance with the provisions of these Articles and any rules or bye-laws made under those Articles.

MEMBERS

- 4.1 The Subscribers to the Memorandum of Association of the Polytechnic shall be Members of the Polytechnic.
- 4.2 All other Governors shall, for the duration of their terms of office only, be Members of the Polytechnic.
- 4.3 Any Member, whether a subscriber or not, who shall cease to be a Governor shall retire and ipso facto her or his name shall be removed from the Register accordingly. The Membership and all rights of a Member shall be personal and shall not be transferable and her or his name shall be removed from the Register upon her or his death.
- 4.4 A Member shall be deemed to be a director of the Company within the terms of the Act and any statutory modification thereof for the time being in force.

THE CONSTITUTION OF THE BOARD OF GOVERNORS

5. The Board of Governors shall comprise the following Governors:
- (a) Eleven Independent Governors, appointed by the Appointments Committee appearing to the Appointments Committee to have experience of, and to have shown capacity in, industrial commercial or employment matters or the practice of any profession.
 - (b) The Director, ex-officio.
 - (c) One Governor appointed by a Local Authority, such Authority to be determined by the Board of Governors from time to time.

(c) becomes prohibited from holding office by any Court Order.

(d) becomes of unsound mind;

shall thereupon cease to be a Governor by receiving notice in writing from the Polytechnic.

10. Any Governor may resign from her or his Governorship at any time by giving written notice of resignation to the Clerk.

11. Every vacancy in the office of an appointed or elected Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing or electing body, which shall thereupon be entitled to appoint or elect a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place she or he is appointed or elected.

PERSONS INELIGIBLE TO BE GOVERNORS

12. Notwithstanding the foregoing provisions of these Articles:-

(a) No person who is the mother, father, brother, sister, wife, husband or child of an employee of the Polytechnic shall be eligible to be a Governor unless the Board of Governors shall by resolution otherwise determine.

(b) No person who is an undischarged bankrupt or who would be disqualified under Article 8 or 9 shall be qualified for appointment as a Governor.

(c) A person under the age of eighteen shall not be qualified for appointment as a Governor.

(d) A person over the age of seventy shall not be qualified for appointment as a Governor unless the Board of Governors determine to make the appointment by a vote representing an absolute majority of all the members of the Board of Governors (whether or not taking part in the vote).

13. It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with these Articles of Association for appointment as a Governor of the Polytechnic of any description or category.

RESPONSIBILITIES OF THE BOARD OF GOVERNORS

14. The Board of Governors shall be responsible:-

(a) for the determination of the educational character and mission of the Polytechnic and for oversight of its activities;

(b) for the effective and efficient use of resources, the solvency of the Polytechnic and for safeguarding its assets;

(c) for approving annual estimates of income and expenditure;

(d) for the appointment, assignment, appraisal, grading suspension, dismissal and determination of the pay and conditions of service of the Director, the Clerk to the Board of Governors and the Holders of such other Senior Posts as the Board of Governors may determine. The Board of Governors shall also have responsibility for setting a framework for the pay and conditions of other staff.

Chairman from among the members of the Academic Board to take the chair in her or his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

19. Until the Board of Governors shall otherwise determine and provided that there shall always be a majority of members who are members of the Senior Management, the Academic Board shall comprise up to 40 members as follows:

Director (Chairman)	1
Assistant Directors	3
Deans	4
Academic Heads of Department	9
Director of Research	1
Academic related	
Heads of Department	2
Non-teaching Heads of Department	1
Academic staff	12
Research staff	2
Non-teaching staff (FT)	1
Technicians (FT)	1
Student Union President	1
Students (elected)	2
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20. Subject to the provisions of the Articles of Association, to the overall responsibility of the Board of Governors, the responsibilities of the Director, and to the requirements of external validating bodies, the Academic Board is responsible for policy and regulation in respect of the following matters:-

- (i) The criteria for the admission of students;
- (ii) The appointment and removal of internal and external examiners;
- (iii) Policies and procedures for the assessment and examination of the academic performance of students;
- (iv) The content of the curricula;
- (v) The quality of courses including matters relating to validation or accreditation by external bodies;
- (vi) Procedures for the award of qualifications and the conferment of academic titles;
- (vii) Procedures for the exclusion of students for academic reasons;
- (viii) Such other similar matters essentially concerned with pedagogy, research, and scholarship;

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

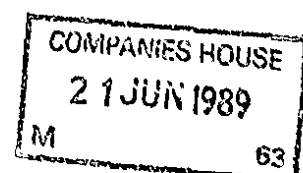
- (i) The consideration of the development of the academic activities of the Polytechnic and the resources needed to support them and for advising the Director and the Board of Governors thereon;

SOUTH BANK
POLYTECHNIC



Memorandum and
Articles of Association

1989



NO. OF COMPANY 986761

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

- OF -

SOUTH BANK POLYTECHNIC

Passed the 8th day of June 1989

At an Extraordinary General Meeting duly convened and held on the 8th day of June 1989 the subjoined resolutions were duly passed as Special Resolutions, viz:-

"That the proposed amendments having been submitted to and approved by the Department of Trade and Industry (formerly the Board of Trade) and the Secretary for Education and Science, and consultation having taken place with the Board of Governors, the Memorandum of Association of the Polytechnic be altered by:-

- (i) deleting Clause 3(f) of the Polytechnic's present Memorandum of Association and re-numbering present Clause 3(g) as 3(f).
- (ii) inserting new Clause 3(f) (15).
"To promote the policy of equality of opportunity"
- (iii) renumbering present Clause 3(f)(15) as Clause 3(f)(16).
- (iv) amending Clause 4(ii) to read:

"shall not, so long as the number of Governors who are in receipt of remuneration as Director members of the staff or examiners of the Polytechnic does not at any time exceed five apply to the payment of such remuneration, subject to the condition that such Governors shall not attend that part of any meeting of the Board of Governors at which their remuneration or terms and conditions of service are discussed"

CHRISTOPHER J McLAREN
CHAIRMAN



NO OF COMPANY: 986761

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

- OF -

THE POLYTECHNIC OF THE SOUTH BANK

At the Annual General Meeting duly convened and held on the 16th day of March 1989 the subjoined resolutions were duly passed as Special Resolutions, viz:-

SPECIAL RESOLUTIONS

1. That the proposed amendments having been submitted to and approved by the Department of Trade and Industry (formerly the Board of Trade) and the Secretary of State for Education and Science, and consultation having taken place with the Inner London Education Authority and the Council of Governors, with effect from 1st April 1989 ("the Adoption Date") the Memorandum and Articles of Association of the Polytechnic be altered by:-
 - i deleting Clauses 3 to 7 inclusive of the Polytechnic's present Memorandum of Association and substituting in lieu thereof clauses 3,4 and 5 in the New Memorandum as set out in the print annexed hereto;
 - ii renumbering Clauses 8 to 10 inclusive in the Polytechnic's present Memorandum as Clauses 6 to 8 inclusive in the New Memorandum annexed hereto;
 - iii deleting the whole of the Polytechnic's present Articles of Association and substituting in lieu the Articles of Association set out in the print annexed hereto; and that notwithstanding the provisions relating to the appointment and election of Governors contained in Article 5(a), (e) and (f) of the New Articles of Association, ("the New Articles") and having consulted all relevant bodies in accordance with the New Articles, the following persons listed below shall be appointed Members of the Board of Governors with effect from the Adoption Date. Such persons shall be deemed to have been appointed pursuant to the paragraph of Article 5 set out against their name in Column 2 of the table below and such appointments shall take effect subject to the provisions of the New Articles and in particular each Governor's term of office shall be determined pursuant to the New Articles:-

<u>Name of Governor</u>	<u>Articles under which person is deemed to have been appointed or elected</u>
Mr Alan Reginald Brown	Article 5 (a)
Professor John Brown	" "
Dr James Corrin Cain	" "
Ms Sheila Ann Jack	" "
Mr Michael Heathcote Mallinson	" "
Mr Christopher Melville McLaren	" "
Professor William George Overend	" "
Dr Rupert Ethelbert Prime	" "
Mr Christopher James Ripper	" "
Ms Peninah Thomson	" "
Mr Peter Ward	" "
Dr Maxime Louis Vuillermoz	Article 5 (e)
Ms Alison Margaret Cousins	Article 5 (f)

For the avoidance of doubt this resolution shall not affect the appointment of Governors pursuant to Article 5(b), (c), (d), (g) and (h) of the New Articles of Association.

2. That notwithstanding the New Articles adopted by Special Resolution No.1 above, any disciplinary procedures commenced pursuant to the previous Articles of Association ("the Previous Articles") prior to the Adoption date shall be governed by the provisions of the Previous Articles and any regulations or bye-laws made thereunder, to the intent that the provision of the New Articles and any regulations or bye-laws made thereunder shall not apply, save only that any reference to the Council of Governors in the Previous Articles and any regulations or bye-laws made thereunder shall be deemed to be a reference to the Board of Governors constituted under the provisions of the New Articles and Special Resolution No.1 above PROVIDED THAT this Resolution is made purely for the avoidance of doubt and shall not be construed as in any way affecting any question as to whether any other matter shall be governed by the provisions of the Previous Articles and any regulations or bye-laws made thereunder and any such matter shall be governed by the general law.

PROFESSOR W G OVEREND
CHAIRMAN

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

SOUTH BANK POLYTECHNIC

1. The name of the Company (hereinafter called "the Polytechnic") is SOUTH BANK POLYTECHNIC.
2. The registered office of the Polytechnic will be situated in England.
3. The objects for which the Polytechnic is established are:-
 - (a) To establish carry on and conduct a Polytechnic.
 - (b) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social, cultural and professional education and training.
 - (c) To provide courses of education both full time and part time.
 - (d) To provide opportunities and facilities for research and development of any kind including the publication of results papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (e) To provide for the recreational and social needs and the health and welfare of students of the Polytechnic.
 - (f) For the purposes aforesaid and for any purpose reasonably incidental thereto:
 - (1) To provide teaching or examination rooms, offices, board, lodging and all other necessities and conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the Polytechnic and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.
 - (2) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.

- (3) To receive any property, rights and liabilities transferred or to be transferred to the Polytechnic under Section 130 of the Education Reform Act 1988.
- (4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.
- (5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the Polytechnic.
- (6) To license, deal in, and develop any processes, inventions or discoveries in which the Polytechnic or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof, provided that the Polytechnic shall not engage in such dealing and development as a part of its ordinary business.
- (7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.
- (8) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the Polytechnic, or to any funds or property of which the Polytechnic shall be the manager or trustee.
- (9) To invest the monies of the Polytechnic not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give prizes, and to give certificates and diplomas to persons who are or have been students of the Polytechnic and to participate in any arrangements made with any University or Institute of higher education or any other body having the appropriate powers whereby students or former students of the Polytechnic may become qualified to receive any Degrees or other academic qualifications. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department named or implied.
- (11) To make and publish bye-laws, rules and regulations for the government and conduct of the Polytechnic and its students, and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient, and subject to any amendments required by the Secretary of State as she/he may require under Section 156 of the Education Reform Act 1988.
- (12) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.

- (13) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.
- (14) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- (15) To promote the policy of equality of opportunity.
- (16) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Polytechnic shall take or hold any property which may be subject to any trusts the Polytechnic shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Polytechnic shall not do or support anything which if an object of the Polytechnic would make it a trade union.
- (iii) In case the Polytechnic shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Polytechnic shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors of the Polytechnic shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been if no incorporation had been affected, and the incorporation of the Polytechnic shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Polytechnic were not incorporated.

- 4. The income and property of the Polytechnic whencesoever derived, shall be applied solely towards the promotion of the objects of the Polytechnic as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Polytechnic.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Polytechnic or to any member of the Polytechnic in return for any services actually rendered to the Polytechnic nor prevent the payment of interest at a reasonable rate not exceeding two per cent per annum above the base lending rate from time to time of Midland Bank Plc (or such other of the London Clearing Banks as the Board of Governors may by resolution from time to time determine) on money lent, or reasonable and proper rent for premises

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

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been submitted to and approved by the Secretary of State for Education and Science and the Department of Trade and Industry. Before initiating a proposal for an addition, alteration or amendment as aforesaid the Board of Governors shall consult any other interest directly affected.
6. The liability of the members is limited.
7. Every member of the Polytechnic undertakes to contribute to the assets of the Polytechnic, in the event of the same being wound up while she or he is a member, for payment of debts and liabilities of the Polytechnic contracted before she or he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
8. If upon the winding up or dissolution of the Polytechnic 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 Polytechnic, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Polytechnic, 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 Polytechnic under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Polytechnic at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

HAROLD CHARLES SHEARMAN 4 Selborne Road New Malden Surrey	Knight Deputy Lieutenant
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WILLIAM HUGH BEETON 17 Harewood Road South Croydon Surrey	Colonial Administration (Retd)
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ALBERT HENRY MUMFORD K.B.E 27 Grendon Gardens Wembley Park Middx	Chartered Engineer
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STANLEY WILFRED MAYNE 9 Kings Hall Road Beckenham Kent BR3 1LT	Retired
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ELLIOTT MORLEY HEAP The Hall Havering-atte-Bower Nr Romford Essex	Retired
--	---------

WILLIAM GEORGE OVEREND The Retreat Nightingales Lane Chalfont St. Giles Bucks	University Professor
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VIVIAN PEREIRA-MENDOZA 183 Salman Street Kingsbury London NW9	College Principal
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DATED the 24th day of July 1970

WITNESS to the above Signatures:-

FREDK J PACKER
45 Broxbourne Road
Orpington Kent

Chartered Secretary

Subscrib.Doc

ARTICLES OF ASSOCIATION

OF

SOUTH BANK POLYTECHNIC

OBJECTIVE

- 1 The SOUTH BANK POLYTECHNIC is established for the purposes expressed in the Memorandum of Association.

INTERPRETATION

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

"The Company" means the Company known as South Bank Polytechnic.

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

"The Board of Governors" means the Board of Governors as a body or a quorum of the Governors at a meeting of the Board of Governors.

"The Polytechnic" means South Bank Polytechnic.

"The Secretary of State" means the Secretary of State for Education and Science.

"The Director" means the Director of the Polytechnic.

"The Academic Board" means the Academic Board of the Polytechnic as provided in these Articles as a body or a quorum of the members of the Academic Board at a meeting of that Board.

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

"P.C.F.C." means the Polytechnic and Colleges Funding Council established under Section 132 of the Education Reform Act 1988.

"Holders of Senior Posts" means the Director, the Clerk to the Board of Governors and the holders of such other senior posts as the Board of Governors determines under Article 14(d) and "holder of a senior post" shall be construed accordingly.

"Senior Management" means the Heads of Academic, Academic Related and non-Academic Departments and all posts above them in seniority.

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

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

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

"The Staff" means both Academic and Non-Academic Staff of the Polytechnic.

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

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

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

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

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

"The Act" means the Companies Act 1985.

"Education Acts" means the Education Acts 1944 to 1988.

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

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

"Additional Nominee Governor" means a Governor appointed under Article 5(h) who shall not be:-

- (i) employed at the Polytechnic (whether or not as a member of the Academic Staff);
- (ii) a full-time Student at the Polytechnic; or

(iii) an elected member of any local Authority.

"Staff Governor" means a Governor appointed under Article 5(d), (e) or (f)

"Student Governor" means a Governor appointed under Article 5(g).

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

CONDUCT OF THE POLYTECHNIC

3. The Polytechnic shall be conducted in accordance with the provisions of the Act, the Education Acts, any relevant regulations, orders or directions made by the Secretary of State under Section 156 of the Education Reform Act 1988, and subject thereto, in accordance with the provisions of these Articles and any rules or bye-laws made under those Articles.

MEMBERS

- 4.1 The Subscribers to the Memorandum of Association of the Polytechnic shall be Members of the Polytechnic.
- 4.2 All other Governors shall, for the duration of their terms of office only, be Members of the Polytechnic.
- 4.3 Any Member, whether a subscriber or not, who shall cease to be a Governor shall retire and ipso facto her or his name shall be removed from the Register accordingly. The Membership and all rights of a Member shall be personal and shall not be transferable and her or his name shall be removed from the Register upon her or his death.
- 4.4 A Member shall be deemed to be a director of the Company within the terms of the Act and any statutory modification thereof for the time being in force.

THE CONSTITUTION OF THE BOARD OF GOVERNORS

5. The Board of Governors shall comprise the following Governors:
- (a) Eleven Independent Governors, appointed by the Appointments Committee appearing to the Appointments Committee to have experience of, and to have shown capacity in, industrial commercial or employment matters or the practice of any profession.
 - (b) The Director, ex-officio.
 - (c) One Governor appointed by a Local Authority, such Authority to be determined by the Board of Governors from time to time.

- (d) Two Governors elected by the Academic Board, being Academic Staff members of that Board.
- (e) One Governor elected by and from the Academic Staff of the Polytechnic in accordance with arrangements agreed from time to time by the Board of Governors with the said Academic Staff.
- (f) One Governor elected by and from the Non-Academic Staff of the Polytechnic in accordance with the arrangements agreed from time to time by the Board of Governors with the said Non-Academic Staff.
- (g) The President of the Student Union, ex-officio.
- (h) Two Additional Nominee Governors appointed by the Board of Governors, at least one of whom shall be a person who has experience in the provision of education.

TERMS OF OFFICE OF GOVERNORS

6. The Terms of Office of the Governors shall be as follows:
 - (a) In the case of a person who is a Governor ex-officio until she or he ceases to hold the office by reason of the holding of which she or he is a Governor.
 - (b) In the case of an appointed or elected Governor, who is required by the provisions of Article 5 to hold some other qualification, the period of three years, or the period until she or he shall cease to hold the said qualification, whichever shall be the shorter.
 - (c) In the case of Governors appointed under Paragraphs (a) and (h) of Article 5, the period of four years.
 - (d) In the case of any Governor not falling under any of the previous paragraphs of this Article, the period of three years or the period ending with the appointment of her or his successor (whichever is the longer).
7. Any out-going Governor may, if at the time of re-appointment or re-election she or he is qualified in accordance with Article 5, be re-appointed or re-elected as a Governor.
8. If at any time the Board of Governors are satisfied that any Governor:
 - (a) has been absent from meetings of the Board of Governors for a period longer than twelve consecutive months without the permission of the Board of Governors; or
 - (b) is unable or unfit to discharge the functions of a Governor;

The Board of Governors may by notice in writing to that Governor remove her or him from office; and thereupon the office shall become vacant.
9. Any Governor who:
 - (a) becomes bankrupt;
 - (b) makes any arrangement or composition with his creditors generally;

(c) becomes prohibited from holding office by any Court Order.

(d) becomes of unsound mind;

shall thereupon cease to be a Governor by receiving notice in writing from the Polytechnic.

10. Any Governor may resign from her or his Governorship at any time by giving written notice of resignation to the Clerk.
11. Every vacancy in the office of an appointed or elected Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing or electing body, which shall thereupon be entitled to appoint or elect a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place she or he is appointed or elected.

PERSONS INELIGIBLE TO BE GOVERNORS

12. Notwithstanding the foregoing provisions of these Articles:-

- (a) No person who is the mother, father, brother, sister, wife, husband or child of an employee of the Polytechnic shall be eligible to be a Governor unless the Board of Governors shall by resolution otherwise determine.
- (b) No person who is an undischarged bankrupt or who would be disqualified under Article 8 or 9 shall be qualified for appointment as a Governor.
- (c) A person under the age of eighteen shall not be qualified for appointment as a Governor.
- (d) A person over the age of seventy shall not be qualified for appointment as a Governor unless the Board of Governors determine to make the appointment by a vote representing an absolute majority of all the members of the Board of Governors (whether or not taking part in the vote).

13. It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with these Articles of Association for appointment as a Governor of the Polytechnic of any description or category.

RESPONSIBILITIES OF THE BOARD OF GOVERNORS

14. The Board of Governors shall be responsible:-

- (a) for the determination of the educational character and mission of the Polytechnic and for oversight of its activities;
- (b) for the effective and efficient use of resources, the solvency of the Polytechnic and for safeguarding its assets;
- (c) for approving annual estimates of income and expenditure;
- (d) for the appointment, assignment, appraisal, grading suspension, dismissal and determination of the pay and conditions of service of the Director, the Clerk to the Board of Governors and the Holders of such other Senior Posts as the Board of Governors may determine. The Board of Governors shall also have responsibility for setting a framework for the pay and conditions of other staff.

POWERS AND DUTIES OF THE BOARD OF GOVERNORS

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

THE DIRECTOR

16. Subject to the responsibilities of the Board of Governors, the Director shall be the chief executive of the Polytechnic and shall be responsible:
- (a) for making proposals to the Board of Governors about the educational character and mission of the Polytechnic; and for implementing the decisions of the Board of Governors;
 - (b) for the organisation, direction and management of the Polytechnic and leadership of the staff;
 - (c) for the appointment, assignment, grading, appraisal, suspension and dismissal of staff other than Holders of Senior Posts within the framework set by the Board of Governors;
 - (d) for the determination, after consultation with staff and within the framework set by the Board of Governors, of the pay and conditions of service of staff other than the Holders of Senior Posts;
 - (e) for the determination, after consultation with the Academic Board, of the Polytechnic's academic activities, and for the determination of its other activities;
 - (f) for preparing annual estimates of income and expenditure for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors;
 - (g) for the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.
17. The Director will establish a group of senior staff to assist her or him in discharging her or his role. The structure of the group shall be subject to the approval of the Board of Governors. If the Director shall not be capable of acting by reason of illness or otherwise the duties of the Director shall be fulfilled by such member of the said group of senior staff as the Director shall have nominated or, in default of the Director's nomination as the Chairman of the Board of Governors shall nominate.

THE ACADEMIC BOARD

18. There shall be an Academic Board of no more than 40 members, comprising the Director (who shall be Chairman) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Director may nominate a Deputy

Chairman from among the members of the Academic Board to take the chair in her or his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

19. Until the Board of Governors shall otherwise determine and provided that there shall always be a majority of members who are members of the Senior Management, the Academic Board shall comprise up to 40 members as follows:

Director (Chairman)	1
Assistant Directors	3
Deans	4
Academic Heads of Department	9
Director of Research	1
Academic related	
Heads of Department	2
Non-teaching Heads of Department	1
Academic staff	12
Research staff	2
Non-teaching staff (FT)	1
Technicians (FT)	1
Student Union President	1
Students (elected)	2
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20. Subject to the provisions of the Articles of Association, to the overall responsibility of the Board of Governors, the responsibilities of the Director, and to the requirements of external validating bodies, the Academic Board is responsible for policy and regulation in respect of the following matters:-

- (i) The criteria for the admission of students;
- (ii) The appointment and removal of internal and external examiners;
- (iii) Policies and procedures for the assessment and examination of the academic performance of students;
- (iv) The content of the curricula;
- (v) The quality of courses including matters relating to validation or accreditation by external bodies;
- (vi) Procedures for the award of qualifications and the conferment of academic titles;
- (vii) Procedures for the exclusion of students for academic reasons;
- (viii) Such other similar matters essentially concerned with pedagogy, research, and scholarship;

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

- (i) The consideration of the development of the academic activities of the Polytechnic and the resources needed to support them and for advising the Director and the Board of Governors thereon;

- (ii) The fostering and maintenance of the closest possible connections with industry, commerce, the professions, the arts, and other external links including those with educational establishments in the United Kingdom and Overseas.
 - (iii) Advising on such other matters as the Board of Governors or the Director may refer to the Academic Board.
22. The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the Director 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. So far as is practicable, the Academic Board should arrange for its tasks to be performed by Faculties/Departments where those tasks are related to matters not affecting other Faculties/Departments or the Polytechnic as a whole.

DELEGATION OF FUNCTIONS AND COMMITTEES BY THE BOARD OF GOVERNORS

23. Subject to the following provisions, the Board of Governors may establish committees (including where appropriate committees with a membership which includes persons who are not Governors) for any purpose or function, other than those assigned elsewhere in these Articles to the Director or to the Academic Board, and may delegate powers to such a committee, to the Chairman of the Board of Governors or to the Director. The number of members of any such committee and the terms on which they hold and vacate office shall be fixed by the Board of Governors.
24. The Board of Governors shall establish a committee to determine or advise the Board of Governors on such matters relating to employment policy or finance as the Board may remit to them. The members of the committee shall be drawn from Governors who are not staff (other than the Director) or student Governors.
25. The Board of Governors shall establish an audit committee which shall be composed of such members and have such functions as the Board of Governors, taking account of advice received from PCFC where applicable, shall from time to time direct.
26. The Board of Governors shall establish an Appointments Committee, which shall comprise all the Independent Governors for the time being, to appoint the Independent Governors required to be appointed under Article 5(a). The quorum for a meeting of the said committee shall be a majority for the time being of the Independent Governors entitled to attend and vote at a meeting of such committee. Articles 37, 47, 48, 49 and 50 of these Articles shall apply mutatis mutandis to the Appointments Committee as they apply to the Board of Governors and subject thereto the Appointments Committee may appoint its own Chairman, adjourn and otherwise regulate its meetings as it shall from time to time think fit.
27. The Board of Governors shall not, however, delegate the following:
- the determination of the educational character and mission of the Polytechnic;
 - the approval of the annual estimates;
 - ensuring the solvency of the Polytechnic and the safeguarding of its assets;
 - the appointment or dismissal of the Director and the Clerk.
 - the varying or revoking of these Articles of Association.

APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

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

MEETINGS

Company Meetings

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

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

- (a) In the case of a meeting called as the Annual General Meeting by all Members entitled to attend and vote thereat; and
 - (b) In the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
31. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
32. The quorum for all meetings of the Company shall be 8 members of whom 5 shall be Independent Governors. If a meeting is quorate, but the Independent Governors are in a minority, a majority of the Independent Governors present shall have the right to demand at that meeting a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
33. The Board of Governors may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened by the Secretary on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members to form a quorum of the Board of Governors any two members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Secretary.

Meetings of The Board of Governors

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

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

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

PROCEEDINGS AT MEETINGS

The Company in General Meeting

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets and the reports of the Company and Auditors and the appointment of and the fixing of the remuneration, if any, of the Auditors.

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

The Board of Governors

46. The Board of Governors shall, at its first meeting, and thereafter at the first ordinary meeting following the expiry of each academic year, elect from its number a Chairman and a Vice-Chairman, each of whom shall hold office until the next election of a Chairman and Vice-Chairman but shall be eligible for re-election. Any Governor other than the Director, a member of the staff or a student, shall be eligible for election as Chairman or Vice-Chairman. If a vacancy shall occur in the office of Chairman or Vice-Chairman the Board of Governors shall at its next meeting elect from its number a new Chairman or Vice-Chairman as the case may be for the unexpired term of office.
47. The Board of Governors shall cause minutes to be kept of the proceedings at meetings of the Board of Governors and all Committees and the same when agreed by the next meeting of the Board of Governors or Committee, as the case may be, and signed by the Chairman of that meeting shall be conclusive evidence of the matters stated therein.
48. Unless invited by a resolution of the Governors present at the meeting to remain, any Governor who is a member of staff (other than the Director) or student of the Polytechnic shall withdraw from that part of any meeting of the Board, or committee of the Board, where a named member of staff or student, or prospective member of staff or student is to be considered. The Director shall withdraw from any meeting or part thereof where her/his position is under discussion.
49. Subject to the provisions of these Articles, the Board of Governors may adjourn and may otherwise regulate its meetings as it shall from time to time think fit.

Provisions Applicable to Both The Company in General Meeting and
The Board of Governors

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

CONDUCT OF STAFF

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

Academic Freedom

56. In making rules under Article 55 the Board of Governors shall have regard to the need to ensure that Academic Staff of the Polytechnic have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the Polytechnic.

APPOINTMENT AND PROMOTION OF STAFF

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

SUSPENSION AND DISMISSAL OF STAFF

Suspension

60. The Chairman of the Board of Governors or in the absence of the Chairman the Deputy Chairman, may suspend from duty, with pay, the Holder of a Senior Post for misconduct or other good and urgent cause. The Chairman, or Deputy Chairman, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
61. The Director may suspend from duty, with pay, any member of the staff of the Polytechnic, other than the Holder of a Senior Post for misconduct or other good and urgent cause. The Director's power of suspension may be delegated by the Director in accordance with rules made pursuant to Article 63.
62. Anyone who is suspended from duty under Articles 60 or 61 shall receive without delay from the Director, or in the case of the Holders of Senior Posts from the Chairman or Deputy Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
63. Procedures for the suspension of staff under Articles 60 and 61 shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:
 - (a) any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Article 64 or of a notification from the Director under Article 71.
 - (b) any appeal made under (a) shall be considered as soon as practicable;
 - (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

Holders of Senior Posts including the Director and the Clerk to the Board of Governors

64. If the Chairman of the Board of Governors, or in her/his absence the Deputy Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the Holder of a Senior Post, the Chairman, Deputy Chairman or Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as possible to examine the facts, otherwise investigate the grounds for dismissal, and make a report to the Board of Governors.
65. 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 she or he may be accompanied and represented by a friend.
66. The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case, and any considerations which the Committee

considers should be taken into account in the Board's consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board.

67. The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors, including oral representations for which purpose she or he may be accompanied and represented by a friend.
68. The Special Committee shall consist of [five] members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chairman and the Director shall not be eligible for membership of the Special Committee.
69. 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 64 to 68.

Other Members of Staff

70. Subject to the provisions of Article 56, the Director may dismiss any member of the staff of the Polytechnic other than the Holder of a Senior Post and if the circumstances are such that she or he is entitled to do so by virtue of the conduct of that member of staff that dismissal may take immediate effect without any need for prior notice. The Director's power of dismissal may be delegated by the Director in accordance with rules made pursuant to Article 73.
71. Where the Director proposes to dismiss such a member of staff and the circumstances described in Article 70 do not prevail she or he shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Director (including oral representations, for which purpose she or he may be accompanied by a friend) before any decision to dismiss by the Director is taken.
72. Where a staff member has been dismissed pursuant to Article 70 or a decision to dismiss has been taken pursuant to Article 71 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.
73. Procedures for the dismissal of staff by the Director and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the staff.

GRIEVANCE PROCEDURES

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

STUDENTS

75. A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors. The Student Union shall be the students' union approved by the Board of Governors for the time being.

76. The Board of Governors shall satisfy themselves that students have the fullest opportunity to raise matters of proper concern to them at all levels in the Polytechnic as may be appropriate.
77. After consultation with the Academic Board and representatives of the Student Union the Board of Governors shall make rules governing the procedures to be followed in the Polytechnic in matters concerning conduct of students.
78. After consultation with the Board of Governors and representatives of the Student Union the Academic Board shall make rules governing procedures to be followed in the Polytechnic for the discipline including the exclusion of a student for an unsatisfactory standard of work or other academic reason.
79. The Director shall, in accordance with her or his responsibilities as herein defined, be primarily responsible for student discipline and shall have the power to reprimand or suspend a student for a period of up to one month, subject to reporting any such action without delay to the Chairman of the Board of Governors.

FINANCIAL MATTERS

Fees

80. The Board of Governors shall determine the tuition and other fees payable to the Polytechnic, subject to any regulations made by the Secretary of State within the powers conferred by the Education Acts.

Accounts and Estimates

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

AUDIT

85. External Auditors shall be appointed and their duties regulated and other audit work conducted in accordance with the provisions of the Act, any statutory modifications thereof for the time being in force, and in accordance with any requirements of the P.C.F.C.

Supply of Information to P.C.F.C. and its Representatives

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

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

as the person may reasonably require for that purpose.

RULES AND BYELAWS

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

SEAL

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

NOTICES TO MEMBERS

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

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

NOTICE OF MEETINGS OF THE BOARD OF GOVERNORS

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

WINDING UP

96. Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

COPIES OF ARTICLES, RULES AND BYELAWS

97. A copy of these Articles, and any rules or bye-laws shall be given to every Governor, and shall be available upon request to every member of staff and every student.

AMENDMENT OF ARTICLES

98. No addition, alteration or amendment shall be made to or in the provisions of these Articles of Association, unless the same shall have been submitted to and approved by the Department of Trade and Industry and the Secretary of State and subject to any amendments she/he may require under Section 156 of the Education Reform Act 1988.

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 986761

COMPANY NAME SOUTH BANK POLYTECHNIC

At an Extraordinary General ~~* XXXXXXXXXXXXXXXXXXXX *~~ Meeting of the members of the above named company, duly convened and held at:

103 BOROUGH ROAD, LONDON, SE1 0AA

on the 26th day of MARCH 19 92

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME "SOUTH BANK UNIVERSITY" with effect from 18th June 1992, or two days after receipt of Privy Council consent, whichever is the later

Signature: *L. Gander*
~~Chairman, Director, Secretary or Officer~~ of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

MRS L GANDER
SECRETARY
SOUTH BANK POLYTECHNIC
BOROUGH ROAD
LONDON, SE1 0AA

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 986761

I hereby certify that

SOUTH BANK POLYTECHNIC

having by special resolution changed its name,

is now incorporated under the name of

SOUTH BANK UNIVERSITY

Given under my hand at the Companies Registration Office,

Cardiff the 18 JUNE 1992

F. A. Joseph.

F. A. JOSEPH

an authorised officer

University Number: 986761

COMPANIES ACT 1985 - 1989

SPECIAL RESOLUTION
OF
SOUTH BANK UNIVERSITY

Passed on 13 October 1994

At an extraordinary general meeting of the above named University duly convened and held in the Board Room, Main Building, South Bank University, 103 Borough Road SE1 0AA on Thursday, 13 October 1994 the following resolutions were duly passed by the University as special resolutions.

SPECIAL RESOLUTIONS

1. That the following amendments, having been submitted to and approved by the Privy Council and the Charity Commission, be incorporated into the existing Memorandum of Association of the University (in the form and manner as set out in the amended Memorandum of Association attached to this document) as follows:-
 - (a) by the substitution of the word "University" in place of the word "Polytechnic" throughout the Memorandum of Association;
 - (b) by the substitution of the word "Chief Executive" in place of the word "Director" throughout the Memorandum of Association;
 - (c) by deleting the existing clause 3(f)(10) and substituting in lieu therefor the following a new clause 3(f)(10):-

"To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give and to grant awards in accordance with the powers conferred by section 76 of the Further and Higher Education Act 1992 as applied to the University by the Power to Award Degrees etc, (England and Wales) Order of Council



1992. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department named or implied.";

- (d) by substituting in the last line of clause 3(f)(11) the words "Privy Council" in place of the words "Secretary of State";
- (e) by the deletion of the existing clause 3(15) and the inclusion of the following new clause 4:-

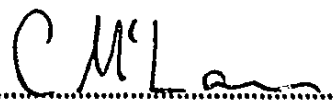
"The University will promote a policy of equality of opportunity.";

- (f) by the re-numbering of the existing clauses 4 through 8 (inclusive) as clauses 5 through 9 (inclusive);
- (g) by the addition of the following final paragraph in the newly-numbered clause 5:-

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

- (h) by substituting in the last third line of the newly-renumbered clause 6 the words "Privy Council" in place of the words "Secretary of State".

2. That the Articles of Association contained in the document attached, as approved by the Privy Council and the Charity Commission, be approved and adopted as the new Articles of Association of the University in substitution for and to the entire exclusion of the existing Articles of Association.


.....
Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

SOUTH BANK UNIVERSITY

1. The name of the Company (hereinafter called "the UNIVERSITY") is SOUTH BANK UNIVERSITY.
2. The registered office of the University will be situated in England.
3. The objects for which the University is established are:-
 - (a) To establish carry on and conduct a University.
 - (b) To advance learning and knowledge in all their aspects and to provide industrial, commercial, scientific, technological, social, cultural and professional education and training.
 - (c) To provide courses of education both full time and part time.
 - (d) To provide opportunities and facilities for research and development of any kind including the publication of results, papers, reports, treatises, theses or other material in connection with or arising out of such research.
 - (e) To provide for the recreational and social needs and the health and welfare of students of the University.
 - (f) For the purposes aforesaid and for any purpose reasonably incidental thereto:
 - (1) To provide teaching or examination rooms, offices, board, lodging and all other necessities and conveniences for or to students, employees and officers instructed or employed temporarily or otherwise by the University and to afford them facilities for study, research, teaching and performance of the tasks and duties allotted to them respectively.
 - (2) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.

- (3) To receive any property, rights and liabilities transferred or to be transferred to the University under Section 130 of the Education Reform Act 1988.
- (4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.
- (5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the University.
- (6) To license, deal in, and develop any processes, inventions or discoveries in which the University or any student or member of the staff may have been involved and to obtain patents and other protections in respect thereof.
- (7) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.
- (8) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the University, or to any funds or property of which the University shall be the manager or trustee.
- (9) To invest the monies of the University not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (10) To found scholarships and exhibitions and to make grants to students (including prospective or former students), and to give and to grant awards in accordance with the powers conferred by section 76 of the Further and Higher Education Act 1992 as applied to the University by the Power to Award Degrees etc, (England and Wales) Order of Council 1992. Provided that no Certificate, Diploma or Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department named or implied.
- (11) To make and publish bye-laws, rules and regulations for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient, and subject to any amendments required by the Privy Council.
- (12) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.
- (13) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.

- (14) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- (15) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the University shall take or hold any property which may be subject to any trusts the University shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The University shall not do or support anything which if an object of the University would make it a trade union.
- (iii) In case the University shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education, the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors of the University shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been if no incorporation had been affected, and the incorporation of the University shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education over such Board of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the University were not incorporated.

- 4. The University will promote a policy of equality of opportunity.
- 5. The income and property of the University whencesoever derived, shall be applied solely towards the promotion of the objects of the University as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the University.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the University or to any member of the University in return for any services actually rendered to the University nor prevent the payment of interest at a reasonable rate not exceeding two per cent per annum above the base lending rate from time to time of Midland Bank Plc (or such other of the London Clearing Banks as the Board of Governors may by resolution from time to time determine) on money lent, or reasonable and proper rent for premises demised or let by any member of the University; but so that subject as hereinafter provided no member of the Board of Governors shall be appointed to any office of the University remunerated by salary or fees and no remuneration or other benefit in money or moneys worth shall be given by the University to any member of the Board of Governors of the University except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the

University; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a member of the Board of Governors may be a member and in which such member shall not hold more than one-hundreth part of the capital, and such member shall not be bound to account for any share of profits she or he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration as Chief Executive, members of the staff or examiners of the University does not at any time exceed five, apply to the payment of such remuneration, subject to the condition that such Governors shall not attend that part of the meeting of the Board of Governors at which their remuneration or terms and conditions of service are discussed.

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

6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been submitted to and approved by the Privy Council and the Department of Trade and Industry. Before initiating a proposal for an addition, alteration or amendment as aforesaid the Board of Governors shall consult any other interest directly affected.
7. The liability of the members is limited.
8. Every member of the University undertakes to contribute to the assets of the University, in the event of the same being wound up while she or he is a member, for payment of debts and liabilities of the University contracted before she or he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
9. If upon the winding up or dissolution of the University there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the University, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the University, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the University under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the University at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

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

OBJECTIVE

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

INTERPRETATION

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"Independent Governor" means a Governor appointed under Article 5.3 (a) who shall not be:-

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"the University" means South Bank University.

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

CONDUCT OF THE UNIVERSITY

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

MEMBERS

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

INSTRUMENT OF GOVERNMENT

THE CONSTITUTION OF THE BOARD OF GOVERNORS

5. The Board of Governors shall comprise the following Governors: -

5.1 not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and

5.2 the person who is for the time being the Chief Executive of the University.

5.3 Of the appointed members of the Board of Governors :-

(a) up to thirteen shall be Independent Governors, appointed by the Appointments Committee appearing to the Appointments Committee to have experience of, and to have shown capacity in, industrial commercial or employment matters or the practice of any profession;

(b) up to two may be Academic Staff nominated by the Academic Board and up to two may be Students nominated by the Students; and

(c) at least one and not more than nine shall be co-opted members nominated by those members of the Board of Governors who are not Co-opted Governors.

5.4 The co-opted member of the Board of Governors required to be appointed by Article 5.3(c) above shall be a person who has experience in the provision of education.

5.5 A person (other than a person appointed under Article 5.3 (b)) above who is :-

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

(b) a full-time Student ; or

(c) an elected member of any Local Authority,

is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member under Article 5.3(c) above.

5.6 The Board of Governors shall determine the number of its membership and the number of its members to be appointed in each of the categories of membership set out in Article 5.3 above and in so doing shall ensure that at least half of all the members of the Board of Governors when constituted are Independent Governors.

5.7 A determination made in accordance with Article 5.6 above may be varied by subsequent determination of the Board of Governors in accordance with that Article.

TERMS OF OFFICE OF GOVERNORS

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

- (a) In the case of a person who is a Governor ex-officio, until she or he ceases to hold the office by reason of the holding of which she or he is a Governor.
- (b) In the case of Governors appointed under Article 5.3(a), the period of four years.

PROVIDED THAT the terms of office of those Members who are determined pursuant to Article 5.6 above to be Independent Governors as at the date of the adoption of these Articles ("Existing Governors") shall be for each of one quarter in number of the Existing Governors until 31 July 1995, for two further quarters until 31 July 1996 and 31 July 1997 respectively and for the remainder until 31 July 1998, and the Existing Governors comprising each such group of Existing Governors shall be nominated by the Appointments Committee. If the number of Existing Governors is not divisible by four, then references in this proviso to one quarter in number of the Existing Governors shall be to one quarter of the nearest number which is so divisible. If there are two such nearest numbers the number to be used shall be determined by the Appointments Committee.

- (c) In the case of a Governor, who is appointed under the provisions of Article 5.3(b), the period of three years, or the period until she or he shall cease to be a member of the Academic Staff or a Student (as appropriate) or ceases to hold the office (if any) by virtue of which the member was eligible for appointment, whichever shall be the shorter.
- (d) In the case of Governors co-opted under Article 5.3 (c), such period being not less than one year and not more than four years as may be determined in each case at the date of their co-option by the members of the Board of Governors who are not Co-opted Governors.

7. Any out-going Governor may, if at the time of re-appointment she or he is qualified to be a Governor in accordance with Article 5, be re-appointed as a Governor.

8. If at any time the Board of Governors are satisfied that any Governor:-

- (a) has been absent from meetings of the Board of Governors for a period longer than twelve consecutive months without the permission of the Board of Governors; or
- (b) is unable or unfit to discharge the functions of a Governor;

the Board of Governors may by notice in writing to that Governor remove her or him from office; and thereupon the office shall become vacant.

9. Any Governor who:-

- (a) becomes bankrupt;
- (b) makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from holding office by any Court Order;
- (d) becomes of unsound mind;

shall thereupon cease to be a Governor upon receiving notice in writing to that effect from the University.

10. Any Governor may at any time by notice to the Clerk resign her or his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.
11. Every vacancy in the office of an appointed Governor shall as soon as possible after it occurs be notified by the Clerk to the appointing body, which shall thereupon be entitled to appoint a Governor to fill the vacancy. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place she or he is appointed or elected.

PERSONS INELIGIBLE TO BE GOVERNORS

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

ARTICLES OF GOVERNMENT

RESPONSIBILITIES OF THE BOARD OF GOVERNORS

14. The Board of Governors shall be responsible:-

- (a) for the determination of the educational character and mission of the University and for oversight of its activities including the exercise of degree awarding powers;
- (b) for the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- (c) for approving annual estimates of income and expenditure;
- (d) for the appointment, assignment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the Chief Executive, the Clerk and the holders of such other senior posts as the Board of Governors may determine;
- (e) for setting frameworks for the appointment, assignment, grading, appraisal, suspension and dismissal of and for the pay and conditions of service of other staff;
- (f) for the appointment of a Chancellor who shall hold office for such term and have such duties and responsibilities as the Board of Governors from time to time shall determine and who may be the Chairman of the Board of Governors from time to time.

POWERS AND DUTIES OF THE BOARD OF GOVERNORS

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

THE CHIEF EXECUTIVE

16. Subject to the responsibilities of the Board of Governors, the Chief Executive of the University shall be responsible: -

- (a) for making proposals to the Board of Governors about the educational character and mission of the University; and for implementing the decisions of the Board of Governors;
- (b) for the organisation, direction and management of the University and leadership of the staff;
- (c) for the appointment, assignment, grading, appraisal, suspension and dismissal of staff other than Holders of Senior Posts within the framework set by the Board of Governors;
- (d) for the determination, after consultation with staff and within the framework set by

the Board of Governors, of the pay and conditions of service of staff other than the Holders of Senior Posts;

- (e) for the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - (f) for preparing annual estimates of income and expenditure for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors;
 - (g) for the maintenance of Student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel students for academic reasons.
17. The Chief Executive shall establish and maintain a group of Holders of Senior Posts to assist her or him in discharging her or his role. The composition of the group shall be subject to the approval of the Board of Governors. If the Chief Executive shall not be capable of acting, by reason of illness or otherwise, the duties of the Chief Executive shall be fulfilled by such member of the said group of Holders of Senior Posts as the Chief Executive shall have nominated or, in default of the Chief Executive's nomination, as the Chairman of the Board of Governors shall nominate.

THE ACADEMIC BOARD

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

PROVIDED THAT the Academic Board shall comprise:-

- (a) no more than 24 persons in aggregate drawn from categories (i) and (ii) above; and
 - (b) no more than 16 persons in aggregate drawn from category (iii) above.
20. Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, the responsibilities of the Chief Executive, and to the requirements of external validating bodies, the Academic Board is responsible for policy and regulation in respect of the following matters:-
- (i) the criteria for the admission of Students;
 - (ii) the appointment and removal of internal and external examiners;
 - (iii) policies and procedures for the assessment and examination of the academic performance of Students;
 - (iv) the content of curricula;
 - (v) the quality of courses including matters relating to validation or accreditation by external bodies;
 - (vi) the titles of awards and conferments to be granted to individuals meeting criteria determined by the Academic Board;
 - (vii) the procedure for granting qualifications and titles, and for annulling such qualifications and titles;
 - (viii) the procedure for granting distinctions including honorary degrees and academic titles;
 - (ix) procedures for the exclusion of students for academic reasons;
 - (x) such other similar matters as are essentially concerned with pedagogy, research, and scholarship.
21. The Academic Board is responsible to the Board of Governors for:-
- (i) The consideration of the development of the academic activities of the University and the resources needed to support them and for advising the Chief Executive and the Board of Governors thereon;
 - (ii) The fostering and maintenance of the closest possible connections with industry, commerce, the professions, the arts, and other external links including those with educational establishments in the United Kingdom and overseas;
 - (iii) Recommending on the institution of fellowships, scholarships, studentships, prizes and other aids to study and research;
 - (iv) Advising on such other matters as the Board of Governors or the Chief Executive may refer to the Academic Board.
22. The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the Chief Executive and the Board of Governors. The number of members of any such

committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board. Subject to the approval of the Chief Executive and the Board of Governors, the Academic Board may delegate, by regulations, any of the powers specifically conferred on it by Articles 20 and 21 above, to any person or body of persons (including a committee established as aforesaid) constituted for the purpose.

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

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

APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

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

MEETINGS

Meetings of the Company

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

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

- (a) In the case of a meeting called as the Annual General Meeting, by all Members entitled to attend and vote thereat; and
 - (b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
31. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
32. The quorum for all meetings of the Company shall be 8 members of whom 5 shall be Independent Governors. If a meeting is quorate, but the Independent Governors are in a minority, a majority of the Independent Governors present shall have the right to demand at that meeting that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
33. The Board of Governors may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by the Secretary on such requisition of Members, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board of Governors to form a quorum, any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Secretary.

Meetings of the Board of Governors

34. Ordinary meetings of the Board of Governors shall be held at such times as may from time to time be thought fit by the Board of Governors provided that in each year not less than three ordinary meetings shall be held, one in each academic term.

35. A special meeting of the Board of Governors may at any time be summoned by the direction of the Board of Governors or the Chairman for the time being of the Board of Governors or at the request in writing of any five Governors. No business shall be transacted at any special meeting other than business the general nature of which has been specified in the notice summoning the meeting and any business incidental thereto.
36. The quorum for meetings of the Board of Governors shall be 8 members of whom 5 shall be Independent Governors. If a meeting is quorate, but the Independent Governors are in a minority, a majority of the Independent Governors present shall have the right to demand that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

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

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

PROCEEDINGS AT MEETINGS

Meetings of the Company

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Company and Auditors and the appointment of and the fixing of the remuneration, if any, of the Auditors.
42. The Chairman of the Board of Governors shall take the Chair at every General Meeting of the Company, or, if she or he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to preside, the Vice-Chairman of the Board of Governors shall if present and willing to take the Chair preside, failing which the Members present shall elect one of their number.
43. The Chairman may, with the consent of any meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original

meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every Member so entitled has signified his acquiescence in writing or by cable, telegram or telex, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
45. The Board of Governors shall cause minutes to be kept of the proceedings at General Meetings and the same, when agreed by the next General Meeting and signed by the Chairman of that Meeting, shall be conclusive evidence of the matters stated therein.

Meetings of the Board of Governors

46. The Board of Governors shall, at its first meeting, and thereafter at the first ordinary meeting following the expiry of each academic year, elect from its number a Chairman and a Vice-Chairman, each of whom shall hold office until the next election of a Chairman and Vice-Chairman but shall be eligible for re-election. Any Governor other than the Chief Executive, a member of the Staff or a Student, shall be eligible for election as Chairman or Vice-Chairman. If a vacancy shall occur in the office of Chairman or Vice-Chairman the Board of Governors shall at its next meeting elect from its number as aforesaid a new Chairman or Vice-Chairman as the case may be for the unexpired term of office.
47. The Board of Governors shall cause minutes to be kept of the proceedings at meetings of the Board of Governors and all Committees of the Board of Governors and the same, when agreed by the next meeting of the Board of Governors or committee, as the case may be, and signed by the Chairman of that meeting, shall be conclusive evidence of the matters stated therein.
48. Unless invited by a resolution of the Governors present at the meeting to remain, any Governor who is a member of Staff (other than the Chief Executive) or a Student shall withdraw from that part of any meeting of the Board of Governors, or committee of the Board of Governors, where a named member of staff or student, or prospective member of staff or student is to be considered. The Chief Executive shall withdraw from any meeting or part thereof where her/his position is under discussion.
49. Subject to the provisions of these Articles, the Board of Governors may adjourn and may otherwise regulate its meetings as it shall from time to time think fit.

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

50. At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or, if so requested at the time the resolution is put to the vote by two persons present and entitled to vote, the Chairman of the meeting shall cause a count to be taken.
51. Every person entitled to attend and vote shall have one vote. Votes shall be given personally and not by proxy.
52. In the case of an equality of votes, whether on a show of hands or otherwise, the Chairman of the meeting shall be entitled to a second or casting vote.
53. Any person having any pecuniary interest, whether direct or indirect, in any contract or other matter to be discussed at a meeting at which she or he is present shall, as soon as

practicable, disclose the fact of her or his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. A person shall not be treated as having a pecuniary interest in a matter by reason only of her or his being a member of the Staff or a Student if her or his interest is no greater than that of the members of the Staff or Students in general, as the case may be.

54. Copies of all Company, Board of Governors' and committee papers including agenda, draft minutes, once approved by the Chairman, and signed minutes shall be made available to Students and Staff except where such material relates to named members of Staff or Students or prospective members of Staff or Students, or to matters which the Chairman, the Board of Governors or any committee thereof are satisfied should be dealt with on a confidential basis.

CONDUCT OF STAFF

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

Academic Freedom

56. In making rules under Article 55, the Board of Governors shall have regard to the need to ensure that Academic Staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the University.

APPOINTMENT AND PROMOTION OF STAFF

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

SUSPENSION AND DISMISSAL OF STAFF

Suspension

60. The Chairman of the Board of Governors or in the absence of the Chairman the Deputy Chairman, may suspend from duty, with pay, the Holder of a Senior Post for misconduct or other good and urgent cause. The Chairman, or Deputy Chairman, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
61. The Chief Executive may suspend from duty, with pay, any member of the Staff, other than the Holder of a Senior Post for misconduct or other good and urgent cause. The Chief Executive's power of suspension may be delegated by the Chief Executive in accordance with rules made pursuant to Article 63.

62. Anyone who is suspended from duty under Articles 60 or 61 shall receive as soon as practicable from the Chief Executive, or in the case of the Holders of Senior Posts from the Chairman or Deputy Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
63. Procedures for the suspension of staff under Articles 60 and 61 shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:-
- (a) any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Article 64 or of a notification from the Chief Executive under Article 71;
 - (b) any appeal made under (a) shall be considered as soon as practicable; and
 - (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

Holders of Senior Posts including the Chief Executive and the Clerk

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

69. 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 64 to 68.

Other Members of Staff

70. Subject to the provisions of Article 56, the Chief Executive may dismiss any member of the Staff other than the Holder of a Senior Post and if the circumstances are such that she or he is entitled to do so by virtue of the conduct of that member of Staff that dismissal may take immediate effect without any need for prior notice. The Chief Executive's power of dismissal may be delegated by the Chief Executive in accordance with rules made pursuant to Article 73.
71. Where the Chief Executive (or the person to whom her or his power of dismissal has been delegated) considers that it may be appropriate to take disciplinary action (including the possibility of dismissal) against such a member of Staff and the circumstances described in Article 70 do not prevail, she or he shall notify the member of Staff concerned that such a case is under consideration. That Staff member shall be given an opportunity to make representations to the Chief Executive (or the person to whom her or his power of dismissal has been delegated) (including oral representations, for which purpose she or he may be accompanied by a friend) before any decision to dismiss is taken.
72. Where a Staff member has been dismissed pursuant to Article 70 or a decision to dismiss has been taken pursuant to Article 71 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.
73. Procedures for the dismissal of Staff by the Chief Executive and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors, after consultation with the Staff. The rules should include rights of representation.

GRIEVANCE PROCEDURES

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

STUDENTS

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

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

FINANCIAL MATTERS

Fees

80. The Board of Governors shall determine the tuition and other fees payable to the University, subject to any terms and conditions attached to grants, loans or other payments paid or made by the H.E.F.C.E.

Accounts and Estimates

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

AUDIT

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

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

86. If the H.E.F.C.E. shall arrange for the promotion or carrying out by any person of studies designed to improve economy, efficiency and effectiveness in the management or operations of the University, the person promoting or carrying out such studies at the request of the H.E.F.C.E. may require the Board of Governors to: -
- (a) Furnish the person, or any person authorised by her or him, with such information; and
 - (b) to make available to her or him, or any person so authorised, for inspection of the University's accounts and such other documents;

as the person may reasonably require for that purpose.

RULES AND BYELAWS

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

SEAL

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

NOTICES TO MEMBERS

89. A notice may be served upon any Members either personally or by sending it through the post in a prepaid letter addressed to such Member at her or his registered address for service (if any). In the latter case notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and sent by first class post.
90. If a Member has not a registered address for service, any notice shall be sufficiently served on her or him by posting up in the registered office of the University such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to her or him shall not be entitled to have a notice served on her or him.
91. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
92. Notice of every General Meeting shall be given in any manner herein before authorised to:-
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the University an address within the United Kingdom for the giving of notices to them; and

(b) the Auditor for the time being of the University.

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

NOTICE OF MEETINGS OF THE BOARD OF GOVERNORS

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

95. The convening of and proceedings of the Board of Governors shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election, appointment or qualification of any Governor or by the accidental want of service of a notice of the meeting on any Governor.

WINDING UP

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

INDEMNITY

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

COPIES OF ARTICLES, RULES AND BYELAWS

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

AMENDMENT OF ARTICLES

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

COMPANIES ACT 1985 - 1989

SPECIAL RESOLUTION
OF
SOUTH BANK UNIVERSITY

Passed on 15 December 1994



At the Annual General Meeting of the above named University duly convened and held in the Board Room, Main Building, South Bank University, 103 Borough Road SE1 OAA on Thursday 15 December 1994 the following resolution was duly passed by the University as a special resolution:-

SPECIAL RESOLUTION

That, the Board of Governors having resolved the same on 13 October 1994, the following resolution be approved by the members:-

"that the persons listed below shall be deemed to be appointed Governors with effect from the close of the meeting and that, pursuant to Article 4 of the New Articles such new Governors be entered or confirmed in the Register of Members as being members of the University from the close of the meeting:-

- (a) The following persons shall be deemed to have been appointed Governors pursuant to Article 5.3(a) and such appointments shall take effect subject to the provisions of the New Articles and the term of office of each such Governor is hereby determined by the Board of Governors pursuant to Article 6 of the New Articles as expiring on the date detailed against their respective name in Column 3 of the table below:-

<u>Name of Governor</u>	<u>Article under which person is deemed to have been appointed</u>	<u>Latest date on which person's term of office will expire</u>
Mrs U Banerjee MA., BSc., DMS	5.3(a)	31.7.98
Mr J O Bullock MA (Oxon), FBCS, FBIM	5.3(a)	31.7.97
Prof. N Gowar DSc., MPhil, FIMA	5.3(a)	31.7.97
Mr C McLaren MA (Cantab)	5.3(a)	31.7.95
Mr M H Mallinson FRICS	5.3(a)	31.7.95
Ms J Morgan BA (Hons)	5.3(a)	31.7.98
Mr A E Pedder	5.3(a)	31.7.98
Mr C J Ripper FIPM, FHCIMA	5.3(a)	31.7.96
Mr P Ward BA (Hons)	5.3(a)	31.7.96
Ms A Whyatt MA	5.3(a)	31.7.97
Mr J G Drake MA (Oxon)	5.3(a)	31.7.96
Dr D J Ingram CBE, MA., DPhil., DSc (Oxon)	5.3(a)	31.7.95

Contd...2/

- (b) The following persons shall be deemed to have been appointed Governors pursuant to that paragraph of Article 5 set out against their respective names in Column 2 of the table below and such appointment shall take effect subject to the provisions of the New Articles save that in order to bring the terms of office of the said Governors in line with the academic year of the University and notwithstanding that the term of office of any Governor shall be expressed to be for a period of time under the New Articles, the date upon which the initial term of office of such Governor shall expire shall be as set out against their respective names in Column 3 below:-

<u>Name of Governor</u>	<u>Article under which person is deemed to have been appointed</u>	<u>Latest date on which person's term of office will expire</u>
Prof. G Bernbaum BSc (Econ), FRSA	5.2	Upon ceasing to hold office
Prof. C Jennings BSc(Eng), PhD, ACGI, DIC, CEng, FIMechE, FIMfgE	5.3(b)	31.7.95 or upon his ceasing to be a member of the Academic Staff
Mr M Barker BA (Hons)	5.3(b)	31.7.95 or upon his ceasing to be a student of the University
Mr A Kennedy MA, BA (Hons), PGCE	5.3(c)	31.7.95
Mr A Lee DMS, M.I.Print	5.3(c)	31.7.95

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Company Secretary and Clerk to the Board of Governors