

Company No 5161359

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE

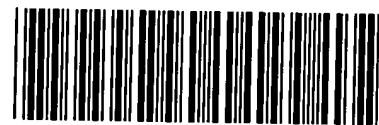
ARTICLES OF ASSOCIATION

of

ROEHAMPTON UNIVERSITY

Amended by special resolution on 24 March 2022

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1. PRELIMINARY

The name of the Company (hereinafter called "**the University**") is Roehampton University and the registered office of the University will be situated in England.

2. INTERPRETATION

2.1 In these Articles, unless the context otherwise requires:-

"**Academic Staff**" means:-

- (a) the persons employed by the University in a teaching or research capacity and
- (b) any other person to whom the Council shall resolve to grant the status of Academic Staff

"**Professional Services Staff**" means all persons employed by the University other than the Vice-Chancellor, Heads of the Colleges and Academic Staff

"**Act**" means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force

"**Auditors**" means the Auditors of the University

"**College Providing Body**" means in relation to each College, the company or body of trustees in which or in whom the freehold, or (where appropriate) the leasehold interest of the premises of the College is vested provided always that if the freehold or (where appropriate) the leasehold interest of the College is vested in the name of a custodian trustee then the College Providing Body shall mean the body of managing trustees of the College

"**Colleges**" means Digby Stuart College, Froebel College, Southlands College and Whitelands College

"**Council**" means the Council Members as a body or a quorum as provided by these Articles

"**Council Member**" means a person duly appointed to the Council as provided by these Articles, being a charity trustee as defined by section 177 of the Charities Act 2011 and a director

"Education Acts"	means the Education Acts 1944 to 2011, the Education Reform Act 1988, the Further and Higher Education Act 1992 and the Higher Education and Research Act 2017 including any statutory modification or re-enactment thereof for the time being in force
"electronic communication"	means the same as in the Electronic Communications Act 2000
"electronic meeting"	means a meeting hosted on an electronic platform
"electronic platform"	Includes, but is not limited to, website addresses, applications and conference call systems or communication equipment which allows all persons participating in the meeting to hear and communicate with each other
"General Meeting"	means a meeting of the Members called in accordance with the Act
"Head of College"	means the Head of College for the time being of a College
"Independent Council Member"	means those Council Members appointed under Article 7.2.2, not being a member of Staff or Student
"in writing"	includes printing, lithography, typewriting, photography, facsimile, electronic communication (to the extent lawful and valid) and other modes of representing or reproducing words in permanent visible form
"Member"	means a member of the University
"Object"	means the University's charitable object as set out in Article 3.1
"Office for Students"	means the non-departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England or any successor body;
"present"	means, for the purposes of physical General Meetings or meetings of Council Members, present in person, or, for the purposes of electronic General Meetings or meetings of Council Members, present by electronic means (and references to persons attending " by electronic means " is defined as attendance at electronic meetings via the electronic platform(s) stated in the notice of such meeting);
"President of Students' Union"	means the person duly elected for the time being by the Students' Union of the University for that purpose
"Procedures"	means provisions in writing made from time to time, whether by Regulations or otherwise, by a) Council, b) the Vice-Chancellor or c) by any body constituted pursuant to these Articles for the purpose of regulating the area of activity of that body
"Regulations"	means regulations made from time to time by the Council in accordance with these Articles
"Seal"	means the common seal of the University
"Secretary"	means the person appointed under these Articles as company secretary of the University who shall act as the company secretary to the University within the meaning of and for the purposes of the Act and as clerk to Council

"Senate"	means the Senate of the University or a quorum of the members of the Senate at a meeting of the Senate as provided by these Articles and the Regulations
"Senior Officers"	means the Vice-Chancellor, the Secretary and the holders of senior posts that report directly to the Vice-Chancellor
"Special Resolution"	means a resolution proposing changes to the Articles of Association or the name of the University of which at least fourteen days' notice has been given and agreed by at least seventy five percent of the Members present (in person or by proxy) and voting at a General Meeting or, in the case of a written resolution, approved in writing by at least seventy five percent of the Members, in accordance with the Act
"Staff"	means all persons employed by the University
"Student" or "Students"	means a person or persons enrolled on a course of study at the University or a sabbatical officer of the Students' Union
"Students' Union"	means the Students' Union of the University
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-Chancellor"	means the Chief Executive Officer of the University as provided by these Articles
"University"	means Roehampton University, being a company limited by guarantee and not having a share capital
"year"	means calendar year

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

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

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

3. OBJECT

3.1 The object of the University shall be the establishment, conduct and development of a University for the advancement of higher and further education and as an institution for teaching and research.

4. COLLEGES

4.1 The University in carrying out its object shall have regard to the identity and tradition of each College as a community with special purposes and with particular links with its College Providing Body and where appropriate with its particular denominational character. This provision may not be amended without the consent of the Colleges.

5. POWERS OF THE UNIVERSITY

5.1 The University shall have the power to do anything which is calculated to further its object or which is conducive or incidental to doing so and in particular (and without limitation), the University shall have the power:-

- 5.1.1 to provide and to admit students to facilities for instruction, study, training and research both full-time and part-time, including, without limiting the generality of the foregoing, having regard to the educational and training needs of the public;
- 5.1.2 to grant to persons approved by the University degrees, honorary degrees, diplomas, licences, certificates, credits, academic distinctions or awards and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;
- 5.1.3 to co-operate and collaborate with other institutions and individuals and to award joint degrees or other awards;
- 5.1.4 to establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose;
- 5.1.5 so far as permitted by charity law, to give guarantees and other forms of security;
- 5.1.6 to solicit, receive and administer grants, financial assistance, subscriptions, donations, endowments, gifts (both inter vivos and testamentary) and loans of any property whatsoever whether of land or property;
- 5.1.7 so far as permitted by charity law, to give security for loans and for those purposes the University shall have authority to enter into any financial instruments which are ancillary or incidental to the exercise of such powers;
- 5.1.8 to invest funds of the University not immediately required for its purposes in or upon such investments, securities or property;
- 5.1.9 to employ and engage the services of such persons as are considered necessary for furthering the Object of the University;
- 5.1.10 to found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;
- 5.1.11 to own, maintain, manage and dispose of land and other property; and
- 5.1.12 to raise funds by trading but not by means of taxable trading (where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the above object and the profits of which are liable to tax).

6. CONDUCT OF THE UNIVERSITY

- 6.1 The University shall be conducted in accordance with the provisions of the Act and the Education Acts and any relevant regulations, , and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles.
- 6.2 The Council may from time to time make, alter, add to or repeal such Regulations and Procedures as it may deem necessary or expedient for the proper conduct and management of the University.
- 6.3 No Regulation or Procedure shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

7. MEMBERSHIP OF THE COUNCIL

- 7.1 The Council shall from time to time make Regulations and Procedures for the nomination, appointment and reappointment of Council Members, and for the nomination, appointment and

reappointment of the Chair and Vice-Chair, who shall both be appointed from amongst the Independent Council Members appointed pursuant to Article 7.2.2.

- 7.2 Subject to the following sub-paragraphs of this Article 7, the Council shall consist of the following persons:-
- 7.2.1 the Vice-Chancellor, who shall remain a Council Member so long as they hold the office of Vice-Chancellor;
 - 7.2.2 up to fifteen Independent Council Members:-
 - (a) one of whom shall normally have experience of working at a senior level in higher education; and
 - (b) eight of whom shall be nominated by the College Providing Bodies or equivalent (two by each College Providing Body or equivalent) in accordance with Procedures approved by Council;
 - 7.2.3 one Council Member appointed by Council from amongst the Academic Staff in accordance with Procedures approved by Council;
 - 7.2.4 one Council Member appointed by Council from amongst the Professional Services Staff in accordance with Procedures approved by Council;
 - 7.2.5 one Council Member appointed by Council from amongst the members of Senate in accordance with Procedures approved by Council; and
 - 7.2.6 the President of the Students' Union, who shall remain a Council Member so long as they hold the office of President of the Students' Union.
- 7.3 Council Members appointed pursuant to Article 7.2.2 above shall hold office for an initial fixed term of three years and thereafter shall be eligible for reappointment by Council for up to two further fixed terms of three years to give an overall maximum term of office of nine years. Notwithstanding this provision, the Chair and Vice-Chair of Council only may, exceptionally and with the agreement of the Council, be eligible to be reappointed for a further fixed term or terms to give an overall maximum term of office of twelve years. Council Members appointed pursuant to Articles 7.2.3, 7.2.4 and 7.2.5 above shall hold office for an initial fixed term of three years and thereafter shall be eligible for reappointment by Council for one further fixed term of three years to give an overall maximum term of office of six years.
- 7.4 All Council Members shall meet the "fit and proper" test for members of the governing body of a registered provider of higher education as required by the Office for Students from time to time.
- 7.5 In appointing Council Members, the Council shall seek to ensure that the Council has a balanced skill set with appropriate diversity that is appropriate for the nature, scale and complexity of the University.
- 7.6 A Council Member shall cease to be a Council Member if the Council Member:-
- 7.6.1 resigns their office as Council Member by notice in writing to the Council;
 - 7.6.2 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 7.6.3 is disqualified from acting as a Company Director by virtue of the Company Directors Disqualification Act 1986 (or any statutory re-enactment or modification of that provision); or;
 - 7.6.4 is directly or indirectly interested in any contract with the University and fails to declare the nature of their interest in the manner required by the Act and by Article 14 below and the Council passes a resolution that by reason of such failure they should cease to be a Council Member;

- 7.6.5 holds office as Council Member subject to satisfying certain conditions for eligibility for such appointment and subsequently ceases to satisfy such conditions;
- 7.6.6 without the consent of the Council, accepts any office or position of profit with the University unless such office is that of the Vice-Chancellor or a member of the Staff or an examiner;
- 7.6.7 absents themselves from attendance at three consecutive meetings of the Council without special leave of absence from the Council, and the Council passes a resolution that they have by reason of such absence vacated office;
- 7.6.8 is unable or unfit to discharge the functions of a Council Member, and the Council passes a resolution that they are, by reason of being unable or unfit to discharge the functions of a Council Member, removed from office;
- 7.6.9 is the subject of any disqualification order or is otherwise prohibited by law from acting as director or trustee of a charity;
- 7.6.10 is given notice in writing of their removal by resolution of the Council, provided that not less than three quarters of the Council Members so resolve; or
- 7.6.11 is removed from office by resolution duly passed pursuant to the Act.

8. MEMBERS OF THE UNIVERSITY

- 8.1 The Council Members shall, for the duration of their terms of office as Council Members only, be Members of the University. The University shall maintain a register of Members.
- 8.2 The membership and all rights of a Member shall be personal and shall not be transferable. No other person or body shall be admitted as a Member.

9. POWERS AND DUTIES OF THE COUNCIL

- 9.1 Without prejudice to Article 5 and subject to the Act and these Articles, the affairs of the University shall be conducted by the Council who may exercise all the powers of the University and shall be responsible, inter alia, for the following:-
 - 9.1.1 the determination of the educational character and objectives of the University and for the supervision of its activities;
 - 9.1.2 the effective and efficient use of resources, the solvency of the University, the safeguarding of its assets and the management of risk;
 - 9.1.3 approving development plans and formulating policy;
 - 9.1.4 approving annual estimates of income and expenditure;
 - 9.1.5 the appointment of a Secretary;
 - 9.1.6 making Regulations and Procedures to govern its proceedings and those of any committees and to govern the administration of the University and the use of its Seal;
 - 9.1.7 the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Senior Officers;
 - 9.1.8 the determination of the policy for pay and general conditions of employment of the Staff who are not Senior Officers; and
 - 9.1.9 the appointment of auditors.

10. DELEGATION BY THE COUNCIL

- 10.1 The Council may, subject to these Articles and the Regulations and Procedures, delegate the exercise of all or any of its functions and powers to any person or body, and on such terms and conditions as it shall from time to time think fit, provided that the Council shall not delegate any functions, powers or duties in respect of the following:-
- 10.1.1 the determination of the educational character and objectives of the University;
 - 10.1.2 approval of the annual estimates of income and expenditure of the University;
 - 10.1.3 ensuring the solvency of the University and ensuring the safeguarding of its assets;
 - 10.1.4 the recommendation to the University in General Meeting for the approval, revocation, amendment or variation of these Articles or any of them;
 - 10.1.5 the appointment or termination of the membership of any Council Member;
 - 10.1.6 the appointment of the Vice-Chancellor and/or other Senior Officers; or
 - 10.1.7 any act or thing which under or by virtue of any provision of the Act or the Office for Students' regulatory framework is required to be done by the Council.
- 10.2 The Council shall not delegate to any body or committee that does not consist of a majority of Council Members, the appointment, appraisal, discipline, suspension or dismissal of the Senior Officers.
- 10.3 If the Council so specifies, in delegating any of its functions and powers Council may authorise further delegation of Council's powers by any person or committee.
- 10.4 Article 10.3 notwithstanding, where Council delegates the exercise of any functions and powers to the Vice-Chancellor, the Vice-Chancellor is permitted (except where prohibited by these Articles, the Regulations or the Procedures) to further delegate the exercise of Council's functions and powers.

11. PROCEEDINGS OF THE COUNCIL

- 11.1 The Council must hold at least three meetings each year, such meetings to be called on at least seven clear days' written notice indicating the proposed date and time, the proposed business to be discussed and whether the meeting shall be an electronic meeting of Council Members in addition to a physical meeting. Exceptionally, a majority of Council Members may waive the requirement for seven clear days' written notice of a meeting to be given.
- 11.2 The quorum for meetings of the Council shall be one third of the current Council Members of whom a majority must be Independent Council Members.
- 11.3 A meeting of the Council Members may be held in person as a physical meeting or as an electronic meeting. Every Council Member present shall have one vote on each issue.
- 11.4 Questions arising at a meeting shall be determined by a majority of votes of the Council Members present and voting and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.

12. VALIDITY OF DECISIONS OF COUNCIL

- 12.1 Decisions taken at a meeting of Council shall not be invalidated by reason of:-
- 12.1.1 a procedural defect of which the Council is unaware at the time, provided that the defect, once identified, will at the earliest reasonable opportunity, be brought to the attention of the Council which will be asked to consider whether the decision should stand.

- 12.1.2 a technical defect in the appointment of a Council Member of which the Council is unaware at the time;
- 12.1.3 a technical defect in the giving of notice of which the Council is unaware at the time; or
- 12.1.4 a vacancy in the membership of the Council.

13. GENERAL MEETINGS

- 13.1 General Meetings shall be called by at least fourteen days' clear notice in writing and the notice shall include details of the time and location of the meeting (including electronic platforms) and the business to be discussed. The notice must also contain a statement setting out the right of Members to appoint a proxy pursuant to the Act.
- 13.2 General Meetings may be held in person as a physical meeting as well as an electronic meeting.
- 13.3 The quorum at any General Meeting shall be one third of the current Members who are present in person or by proxy, of which the majority shall be Independent Council Members (in their capacity as Members).
- 13.4 Every Member present shall have one vote on each issue.
- 13.5 In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.

14. BENEFITS AND CONFLICTS

- 14.1 The income and property of the University shall be applied solely towards the promotion of the Object of the University and, subject to the following paragraphs, no portion thereof shall be paid or transferred directly or indirectly to the Members of the University and, subject to the provisions of Article 14.6, no remuneration or benefit in money or money's worth shall be given by the University to any Member or Council Member.
- 14.2 A Council Member shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which the Council Member shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of members of the Council against liabilities are being discussed. If necessary, the Chair or in their absence the Vice- Chair shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the Chair or Vice-Chair's interests are to be considered and the other one of them is absent, a Chair or Vice-Chair of a Committee of the Council shall determine the matter.
- 14.3 For the purpose of this and the preceding Article a Council Member shall be deemed not to be interested in any contract or arrangement or any matter arising therein if their interest therein arises solely by virtue of that Council Member being a member, officer or a Member of the University or a member of a company in which they hold not more than one per cent of the capital.
- 14.4 Council Members shall withdraw from the meeting room if there is discussion of any matter which directly concerns their own individual position. Staff and Student Council Members, other than the Vice-Chancellor, shall withdraw when the affairs of named or identifiable current or prospective or former members of Staff are being discussed. Student Council Members shall withdraw when the affairs of named or identifiable current or prospective or former Students are being discussed. The Vice-Chancellor shall withdraw when their own position is being discussed.
- 14.5 The Secretary shall maintain a Register of Council Members' Interests. The Council shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Council Member, any member of Staff, any Student or any member of the public.

14.6 The provisions in this Article shall be subject to the following exceptions: -

- 14.6.1 Council Members may be reimbursed any out-of-pocket expenses incurred in connection with their attendance at any matter affecting the University;
- 14.6.2 Council Members may be employed by or receive any remuneration from the University provided such employment or remuneration is authorised by the Council in accordance with the Regulations;
- 14.6.3 Council Members may sell goods, services or any interest in land to the University;
- 14.6.4 the Vice-Chancellor, members of Staff and examiners of the University who are Council Members may be paid all remuneration, fees and royalties to which they would be entitled if they were not Council Members provided always that no such person shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to their own conditions of service.

15. VICE-CHANCELLOR

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

15.2 The Vice-Chancellor shall be:-

- 15.2.1 the chief academic and administrative officer of the University;
- 15.2.2 responsible to the Council for the educational oversight of the University; and
- 15.2.3 the accountable officer to the Office for Students.

15.3 In particular, the Vice-Chancellor shall be responsible for:-

- 15.3.1 implementing the objects of the University;
- 15.3.2 the organisation, direction and management of the University and leadership of the Staff;
- 15.3.3 reporting to Council:
 - (a) on such matters as they may prescribe from time to time; and
 - (b) on the work of Senate;

15.4 The Vice-Chancellor may, subject to any restrictions set out in these Articles, the Regulations and the Procedures, delegate any of their powers and responsibilities.

15.5 The Vice-Chancellor may establish an executive committee to assist them in discharging their role. The terms of reference of the executive committee shall be subject to the approval of the Council.

16. THE SECRETARY

The Council shall appoint a Secretary of the University upon such terms as the Council thinks fit. The Secretary shall also act as clerk to the Council.

17. THE APPOINTMENT AND PROMOTION OF STAFF

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

17.2 Subject to the provisions of these Articles, the Regulations and the Procedures, the Vice-

Chancellor shall have the power to appoint, assign, promote, grade, appraise, suspend, dismiss, and hear appeals thereon (save in respect of appeals relating to dismissals decided by the Vice-Chancellor), the Staff within the framework set by the Council.

- 17.3 The appointment and matters relating to the employment, suspension and dismissal of the Senior Officers including the material terms and conditions of employment shall be determined by the Council. The Vice-Chancellor shall be responsible for determining day-to-day employment matters relating to the other Senior Officers
- 17.4 The policy for pay and the general terms and conditions of appointment and all matters relating to the employment of all members of the Staff shall be determined by the Council.
- 17.5 The Council shall establish general principles in the Regulations and Procedures governing the way in which the Vice-Chancellor may exercise their powers of appointment, appraisal, promotion, discipline, suspension and dismissal. The Regulations and Procedures may contain different provisions for different categories of Staff.

18. CONDUCT OF STAFF

- 18.1 After consultation with the recognised representatives of the Staff, the Council shall make Regulations and Procedures governing the conduct of Staff, the discipline of Staff for occasions of misconduct and the suspension and dismissal of Staff.
- 18.2 The Council shall ensure that Staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University.

19. STAFF GRIEVANCES

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

20. THE SENATE

- 20.1 There shall be a Senate of the University which shall be subject to the general control of Council and shall be the responsible body for academic standards and the regulation of academic matters. The membership and powers of Senate shall be prescribed by the Regulations.
- 20.2 No Regulations concerning the matters in Article 20 shall be made until the Senate has been given an opportunity to consider and report to the Council thereon and until any reports made by the Senate in response to that opportunity have been considered by the Council.

21. FREEDOM OF SPEECH

- 21.1 The University shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers.
- 21.2 The University shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the University with respect to meetings and other activities held on the premises of the University (including those occupied by the Students' Union).

22. STUDENTS' UNION

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

23. CONDUCT OF STUDENTS

After consultation with the Senate and with representatives of the Students, the Council shall make Procedures governing the conduct of Students, including provision for the discipline of Students on the grounds of misconduct and for suspension and expulsion, and appeals against

any decisions thereof.

24. ACCOUNTS AND FINANCIAL PROCEDURES

24.1 The Council shall, in accordance with requirements of the Act, cause true records to be kept of:-

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

24.1.2 all sales and purchases by the University; and

24.1.3 the assets and liabilities of the University.

25. AUDITORS

Auditors shall be appointed and their duties regulated in accordance with the Act, these Articles and the Regulations.

26. AMENDMENT OF ARTICLES

Subject to the provisions of the Act and the condition contained in Article 10.1.4, these Articles may be amended or replaced by a Special Resolution of the University in General Meeting.

27. LIMITED LIABILITY

The liability of the Members is limited.

28. GUARANTEE

28.1 Every Member promises, if the University is dissolved while they remain a Member or within one year after they cease to be a member, to pay up to £1 towards:-

28.1.1 payment of those debts and liabilities of the University incurred before they ceased to be a Member;

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

28.1.3 the adjustment of rights of contributors among themselves.

29. DISSOLUTION

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

29.1.1 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the Object;

29.1.2 directly for the Object or for charitable purposes which are within or similar to the Object; and

29.1.3 in such other manner consistent with charitable status as the Charity Commission approves in writing in advance.