

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**

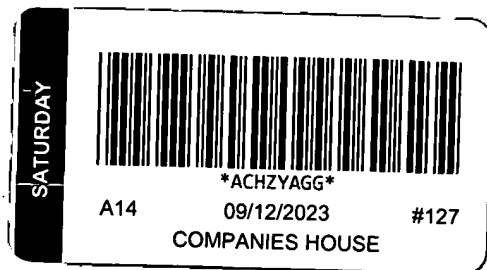
**SECTION 129(B) EDUCATION REFORM ACT 1988**

**DESIGNATED INSTITUTION CONDUCTED BY A COMPANY**

**ARTICLES OF ASSOCIATION OF**

**HARPER ADAMS UNIVERSITY**  
**Incorporating**

**INSTRUMENT AND ARTICLES OF GOVERNMENT OF**  
**HARPER ADAMS UNIVERSITY**



**1. INTERPRETATION**

In these Articles of Association and Instrument of Government, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

'Academic Board' the Academic Board established in accordance with Article 20;

'Academic Staff' a member of the teaching or research staff of the University;

'Articles' means the University's articles of association;

'the Board of Governors' the Board of Governors of the University;

'Chair' the Chair of the Board of Governors appointed in accordance with Article 24.7;

'Clerk' the Clerk to the Board of Governors appointed in accordance with Article 23;

'Companies Acts' the Companies Act 1985, the Companies Act 1989 and the Companies Act 2006 in each case as amended and from time to time in force;

'Company Member' a member of the University admitted in accordance with Article 5;

'Governor' a member of the Board of Governors;

'OfS' the Office for Students or any relevant successor body;

'Premises' the University's premises at Edgmond, Newport, Shropshire and/or such other location(s) from time to time;

'The President of the Students' Union' means the President (or any successor title from time to time) as defined in the Students' Union Constitution from time to time

'Secretary of State' the Secretary of State for Education or their successor (by whatever title known);

'Staff' includes both teaching and other staff of the University;

'Staff Governor' a Governor appointed from the staff of the University in accordance with Article 10.2.3;

'Student' any individual who is formally registered for an approved programme of study provided by the University;

'Student Governor' a Governor appointed from the students of the University in accordance with Article 10.3;

'the Students' Union' the Students' Union constituted under Article 28 representing the students of the University;

'the University' means Harper Adams University which is intended to be regulated by the Articles;

'the Vice-Chair' the Vice-Chair of the Board of Governors appointed in accordance with Article 24.7;

'the Vice-Chancellor' the Vice-Chancellor of the University appointed in accordance with Article 19, or such other similar post as the Board of Governors may determine;

## **2. CONDUCT OF THE UNIVERSITY**

The University shall be conducted in accordance with the provisions of all relevant laws and regulations and subject thereto, in accordance with the provisions of these Articles and any rules or byelaws made under these Articles.

## **3. OBJECT**

The object of the University shall be the provision, conduct and development of the University to provide higher education for the industries, professions and communities associated with rural land.

## **4. POWERS**

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

4.1.1 To provide, on such terms as the University shall think fit, and to admit students to facilities for instruction, study, training and research both full-time and part-time, including, without limiting the generality of the foregoing, having regard to the education and training needs of the public in the community as a whole;

4.1.2 To assess the performance of persons by examinations and by other means;

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

4.1.4 On the grounds of the examination or study or research or other evidence of achievement or as a recognition of service to the University or as a mark of distinction and respect to grant to persons approved by the University such degrees, honorary degrees, diplomas, licences, certificates, credits, academic distinctions or awards as the University may think fit and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;

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

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

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

4.1.8 To provide, without discrimination, for the recreational, social and spiritual needs and general welfare of the students and staff of the University;

4.1.9 To establish subsidiary undertakings 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 or entities for any purpose which may directly or indirectly further all or any of the objects of the University;

4.1.10 To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, lien, or by all such methods the performance of all or any of the obligations (including the repayment or payment of the Vice-Chancellor and premium of, and

interest on, any securities) undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the University;

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

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

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

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

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

4.1.16 To invest funds of the University not immediately required for its purposes in or upon such investments, securities or property as it may think fit 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 provided by Article 6 A hereof below;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## **RESTRICTION ON POWERS**

4.2 The objects and powers of the University shall be subject to the following restrictions:

4.2.1 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 allowed by law, having regard to such trusts; and

4.2.2 In case the University shall hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State or their respective successors, the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

## **5. COMPANY MEMBERS**

5.1 Each Governor shall be a Company Member. The only Company Members shall be the Governors for the time being. If a Governor shall cease to be a Company Member for any reason then they shall automatically cease to be a Governor.

5.2 Subject to the provisions of this Article, every Governor shall be a Company Member ex-officio for the duration of their term of office.

5.3 A Company Member's membership shall be terminated:

5.3.1 If a Company Member ceases to be a Governor of the University;

5.3.2 On the expiration of one month's written notice to the Clerk of their intention to cease acting as a Company Member in which case they shall automatically cease to be a Governor on the same date as they cease to be a Company Member; or

5.3.3 On the expiration of one month's written notice of a resolution of the Board of Governors terminating his or her membership, provided that no such notice shall be served unless a reasonable opportunity has been given to the Company Member concerned to make representations at a meeting of the Board of Governors.

5.4 Membership of the Company is not transferable nor may it be charged, mortgaged or otherwise encumbered.

## **6 LIABILITY OF MEMBERS**

6.1 The liability of each Company Member as Company Member is limited to £1.00, being the amount that each Company Member undertakes to contribute to the assets of the University in the event of its being wound up while they are a Company Member or within one year after they cease to be a Company Member, for:

6.1.1 Payment of the University's debts and liabilities contracted before they cease to be a Company Member;

6.1.2 Payment of the costs, charges and expenses of winding up, and

6.1.3 Adjustment of the rights of the contributories among themselves.

## **7. GENERAL MEETINGS**

7.1 The Governors or Company Members may call a general meeting at any time in accordance with the provisions of the Companies Act 2006.

### **Notice of general meetings**

7.2 All general meetings shall be called on at least 14 days' written notice.

7.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.

7.4 The notice of the meeting must specify:

7.4.1 the date and time;

7.4.2 where it is to take place;

7.4.3 if it is anticipated that the Company Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;

7.4.4 the general nature of the business to be transacted;

7.4.5 that the Company Members have a right to appoint a proxy under section 324 of the Companies Act 2006 which proxy must be another Company Member.

7.5 The notice shall be given to all the Company Members.

7.6 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the University.

7.7 Subject to the Articles, a Company Member participates in a general meeting and

exercises their right to speak, when:

7.7.1 the meeting has been called and takes place in accordance with these Articles, and

7.7.2 the Company Member is in a position to speak they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

7.8A Company Member is able to exercise the right to vote at a general meeting when:

7.8.1 The Company Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

7.8.2 That Company Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all other persons attending the meeting.

7.9 In determining whether Company Members are participating in a general meeting, it is irrelevant where any Company Member is or how they communicate with each other.

7.10 If the Company Members participating in a general meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Procedure at general meetings**

7.11 There is a quorum at a general meeting if the number of Company Members present is the next whole number above one third of the number of Company Members for the time being including a majority who are Independent Governors (as hereinafter defined). If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Governors may determine. The Board of Governors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting in accordance with Article 7.4. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Company Members present at that time shall constitute the quorum for that meeting.

7.12 At meetings where the minimum number of Independent Governors qua Company Ms is not present in accordance with Article 7.11 then the Independent Governors qua Company Members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

7.13 The Chair or in their absence the Vice-Chair will preside at a general meeting. In the absence of the Chair or Vice-Chair, a Company Member elected by those present will preside at a general meeting.

7.14 Except where otherwise provided by the Companies Acts, every issue will be decided by a majority of the votes cast.

7.15 Except for the Chair of the meeting, who has a second or casting vote, every Company Member present in person or by proxy has one vote on each issue.

7.16 In addition to the requirements under Article 7.11 the Company Members present at a meeting or by proxy may resolve by ordinary resolution that the meeting shall be adjourned. The Chair of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at such a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the Company Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting in accordance with Article 7.4.

7.17 A written resolution signed by a majority of those eligible and entitled to vote at a general meeting (or in the case of a special resolution by a majority of not less than 75%) is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature) but so that the resolution shall be sent to all eligible Company Members.

### **Content of Proxy Notices**

7.18 Proxies may only be validly appointed by a notice in writing ('a proxy notice') which:

7.18.1. states the names and address of the Company Member;

7.18.2 identifies the person appointed to be that Company Member's proxy (being another Company Member) and the general meeting in relation to which that person is appointed;

7.18.3 is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the Board of Governors determine; and

7.18.4 is delivered to the University in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

7.19 The University may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

7.20 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on resolutions.

7.21 Unless a proxy notice indicates otherwise, it must be treated as:

7.21.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

7.21.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well the meeting itself.

#### **7.22 Proxy notices**

7.22.1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has delivered to the University by or on behalf of that person;

7.22.2 An appointment under a proxy notice may be revoked by delivering to the University a notice in writing given by or on behalf of that person by whom or on whose behalf the proxy notice was given;

7.22.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates; and

7.22.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **8. MEMBERSHIP OF THE BOARD OF GOVERNORS**

8.1 The Board of Governors shall consist of not less than 15 and not more than 23 Governors selected in accordance with these Articles and rules made by Board of Governors (which rules must not conflict with these Articles).

8.2 Of the Governors:

8.2.1 there shall be three ex-officio Governors being the Vice-Chancellor, the President of the Students' Union for the time being of the University and another Student appointed as a Governor in accordance with a procedure approved by the Board of Governors from time to time;

8.2.2 a minimum of seven and a maximum of twelve shall be Independent Governors (as defined in Article 10 below) appointed by the Board of Governors through procedures approved by the Board of Governors from time to time; and

8.2.3 three Staff chosen by election by the Staff in accordance with a procedure approved by the Board of Governors from time to time..

8.3 It shall be for the Board of Governors to determine any question as to the numbers of Independent Governors (who shall always be in the majority of Governors) or whether any person is qualified in accordance with the preceding provisions of this Article for appointment as a member of the Board of Governors of any description or category.

8.4 Where an appointment of a Governor of the Board of Governors falls to be made then the Board shall use all reasonable endeavours to fill such vacancy as soon as convenient and in any event within 6 months.

## **9 INDEPENDENT GOVERNORS**

9.1 Independent Governors shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession but taking account of the need to ensure a balanced skillset of Governors and appropriate diversity of membership of the Board of Governors.

## **CO-OPTED SUB COMMITTEE MEMBERS**

9.2 Co-opted sub committee members shall be nominated and appointed by the members of the Board of Governors.

9.3 A Co-opted sub-committee members shall hold office for a term of 4 years by a resolution of the Board of Governors passed at an ordinary meeting and may be so appointed not more than six months before the term of an existing Co-opted sub-committee members expires with effect from the date of expiry.

## **10. TENURE OF OFFICE OF GOVERNORS**

10.1 Subject to the remaining provisions of this Article 10 an Independent Governor shall hold office for a term of up to 4 years renewable once (subject to Article 11 in the case of an Independent Governor who is Chair or a Vice Chair so that the term of office of the Chair and Vice Chair can be in addition to their term as Independent Governor )..

10.2 A Governor may at any time by notice in writing to the Clerk resign his or her 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.

10.3 If at any time the Board of Governors are satisfied that any Governor:

10.3.1 has been absent from meetings of the Board of Governors for a period of six months without the permission of the Board of Governors, or

10.3.2 is adjudged bankrupt or makes a composition or arrangement with his or her creditors; or

10.3.3 is unable or unfit to discharge the functions of a Governor; or

10.3.4 being the Vice Chancellor or a Governor elected under Article 8.2.3 cease to be Vice Chancellor or a member of the staff of the University (as the case may be); or

10.3.5 being a the President of the Student Union or a appointed under Article 8.2.1 from the Students ceases to in the case of the President of the Student Union the President of the Student Union or in the case of a Governor appointed under Article 8.2.1 from the Students ceases to attend any registered course of study at the University or ceases holding a sabbatical post; or,

10.3.6 is under the age of 18;

the Board of Governors shall by notice in writing to that Governor remove such Governor from office and thereupon the office shall become vacant.

10.4 If a Governor shall cease to be a Governor for any reason then they shall automatically cease to be a Company Member.

## **11. CHAIR, VICE- CHAIR AND OFFICERS**

11.1 The Independent Governors shall elect one of their number who is an Independent Governor to be Chair of their meetings and shall also elect one or more of their number who is an Independent Governor to be Vice-Chair. The Chair and Vice-Chair shall be eligible for re-election annually, in accordance with the above procedure up to a maximum period of four years.



11.2 The Independent Governors from the Board of Governors may appoint from among the Governors any other officers (apart from the Chair and Vice Chair) which the Board may determine.

## **12. COMMITTEES OF THE BOARD OF GOVERNORS**

12.1 Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chair of the Board of Governors or to the Vice-Chancellor.

12.2 The Board of Governors shall establish an Audit Committee according to the requirements from time to time (if any) of the Office for Students ("OfS") or any successor thereto taking account of any guidance given by the OfS.

12.3 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to finance or employment policy as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than Governors who are Students.

12.4 The Board of Governors shall establish a Nominations Committee to advise on matters relating to the nomination of new members and re-appointment of existing members of the Board, in accordance with the provisions of the Instrument of Government. The members of the Committee shall be drawn from the Board of Governors, other than Governors who are Students.

12.5 The Board of Governors shall not delegate the following:

12.5.1 The determination of the educational character, mission and corporate plans of the University;

12.5.2 The approval of the annual accounts and annual estimates of income and Expenditure;

12.5.3 Ensuring the solvency of the University and the safeguarding of its assets;

12.5.4 The appointment or dismissal of the Vice-Chancellor; and

12.5.5 The varying or revoking of these Articles.

12.6 The Board of Governors committees may include persons who are not Governors. Procedures for the appointment to and operation of committees shall be laid down in their terms of reference which shall be approved by the Board of Governors from time to time.

## **13. PROCEDURES FOR MEETINGS OF BOARD OF GOVERNORS**

13.1 All members of the Board of Governors shall have the same status, rights, powers and duties and shall share equally the collective responsibility of the Board of Governors of the University for all acts and omissions of the Board of Governors but subject to the limitation on the participation of Governors who are Staff and Governors who are Students as specified in these Articles.

13.2 Every Governor shall speak and act in person, contributing to the deliberations of the Board whatever special knowledge and advice relevant to the matter in hand is available to the Governor by reason of the circumstances of membership, but exercising personal judgement to the best of the Governor's ability, in the interests and for the good of the University as a whole and not just for any person or group which might have appointed or elected such Governor, in all matters committed to the Board of Governors.

13.3 The proceedings of the Governors shall not be invalidated by any failure to appoint or any difficulty in the appointment, election or qualification of any Governor.

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

13.5 Governors must declare any pecuniary, business, family or other personal interest or any other conflict of interest or conflict of loyalty in any matter under discussion by the Board of Governors. Governors who declare any such interest shall take no part in the consideration of the matter under discussion, except where it involves the consideration and voting upon proposals for

the University to insure members of the Board against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying the premiums.

### **Ordinary Meetings**

13.6 The Board of Governors shall hold at least three ordinary meetings in each year, the dates of which shall be circulated to members at the beginning of each academic year. Papers for meetings will normally be circulated at least one week in advance of the meeting.

### **Chair and Vice Chair**

13.7 If at any meeting neither the Chair nor a Vice-Chair is present within ten minutes after the time appointed for holding the same or there is no Chair or Vice-Chair the Governors present shall choose one of their number to be chair of the meeting.

### **Special Meetings**

13.8 A special meeting may be summoned at any time by the Chair or any two Governors upon not less than four days' notice being given to the other Governors of the matters to be discussed, but if the matter concerns the appointment of a Governor then upon not less than 21 days' notice being so given. A special meeting may be summoned to take place immediately after an ordinary meeting.

### **Participation in Board of Governors Meetings**

13.9. Subject to the Articles, Governors participate in a Governors meeting, or part of a Governors' meeting, when:

13.9.1 the meeting has been called and takes place in accordance with these Articles; and

13.9.2 if the Governors participating in the meeting are not in the same place, that they can each communicate to the other Governors participating in the meeting any information or opinions they have on any particular item of the business of the meeting.

13.10 In determining whether Governors are participating in a Governors' meeting, it is irrelevant where any Governor is or how they communicate with each other.

13.11 If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Voting**

13.12 Every matter shall be determined by consensus, or if the Chair decides, by the majority of votes of the Governors present and voting on the question or if the majority of those present call for a vote. In case of equality of votes the Chair of the meeting shall have a casting vote whether he or she has or has not voted previously on the same question, but no Governor in any other circumstances shall be given more than one vote.

### **Adjournment**

13.13 Any meeting may be adjourned by a simple majority resolution of the Governors.

### **Staff Governors**

13.14.1 Unless invited by resolution of the other Governors at the meeting to remain, any Governor who is a member of Staff shall withdraw from that part of any meeting of the Governors, or a committee of the Governors, at which there is consideration of the appointment or promotion of a person to a post senior to that which is held by him/her or consideration of the discipline, suspension, dismissal, or retirement of a person holding such a post.

13.14.2 Such a Governor shall not take part in that part of any meeting of the Governors at which there is consideration of his/her discipline, suspension, dismissal or retirement.

13.14.3 Any such Governor to whom notice of termination of his/her contract has been given by the Governors, or who has otherwise resigned from his post, shall withdraw from that part of any such meeting as aforesaid at which there is consideration of the appointment of his or her successor.

### **Student Governors.**

13.15 Unless invited by a resolution of the other Governors at the meeting to remain, any Governor who is a Student, shall withdraw from that part of any meeting of the Governors at which there is consideration of the appointment, assignment, promotion, suspension, discipline or dismissal of any named member of Staff, or the suspension, discipline or dismissal of any named Student or consideration of the appointment of a prospective member of staff or the recruitment of a prospective Student.

### **Quorum**

13.16.1 There shall be a quorum of any meeting of the Governors when the number of Governors present is the next whole number above one third of the number of Governors for the time being at the commencement of a meeting including a majority of Independent Governors.

13.16.2 In the case of the Board of Governors, there must be a minimum of 5 Independent Governors present at each meeting. At meetings where the minimum number of Independent Governors are present, and they are not in the majority, the majority of the Independent Governors present shall be able to require that a decision be deferred to the next meeting. No decisions shall be deferred more than once under this provision.

13.16.3 The number of Governors remaining after withdrawals mentioned in Articles 13.14 and 13.15 above shall be a quorum.

13.16.4 Members of the Board of Governors shall not be permitted to appoint alternates or proxies if they are unable to attend a meeting of the Board.

### **Access to papers**

13.17 Except where material relates to named members of Staff or Students, or prospective members of Staff or Students or to matters which the Board of Governors, or any committee thereof, as appropriate, are satisfied should be dealt with on a confidential basis, including matters of commercial confidentiality, the following shall be available for inspection by Students and Staff of the University:

13.17.1 agenda;

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

13.17.3 signed minutes; and

13.17.4 reports or papers considered at meetings.

### **Written resolutions**

13.18 A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee constituted pursuant to these Articles shall be as valid and effectual as if it had been passed at a meeting of the Governors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more Governors or members of the committee (as the case may be).

### **Proceedings**

13.19 The proceedings of the Board of Governors or any committee of the Board of Governors shall be governed by these Articles so far as not superseded by any regulations made by the Board of Governors.

## **14. GOVERNORS ALLOWANCES**

The Board of Governors shall determine any allowances to be paid to members of the Board of Governors and an expenses policy for Governors.

## **15. GOVERNORS INDEMNITY**

15.1 Subject to Article 15.2, a Governor may be indemnified out of the University's funds against:

15.1.1 Any liability incurred by that Governor in connection with undertaking their duties as a Governor unless such liability is caused by any negligence, default, breach of duty or breach of trust by such Governor; and/or

15.1.2. Any liability incurred by that Governor in connection with the activities of the University in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);

15.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

## **16.INSURANCE INDEMNITY**

16.1The Board of Governors may decide to purchase and maintain insurance, at the expense of the University, for the benefit of any Governor in respect of any relevant loss.

16.2In this Article a 'relevant loss' means any loss or liability which has been or may be incurred by a Governor in connection with that Governor's duties or powers in relation to the University or any pension fund of the University.

## **17. RESPONSIBILITIES OF BOARD OF GOVERNORS**

17.1 . The Board of Governors shall be responsible for ensuring that the object of the University is fulfilled. Without prejudice to the generality of the functions exercisable by the Board of Governors on behalf of the University, those functions shall include the following:

17.1.1 The determination of the educational character, mission and corporate plans of the University and for oversight of its activities.

17.1.2 Ensuring the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets.

17.1.3 Approving the annual accounts and annual estimates of recurrent income and expenditure, together with capital expenditure.

17.1.4 Monitoring financial performance against the annual estimates and long term financial plans.

17.1.5 Setting a framework for the appointment, assignment, grading, appraisal, suspension, discipline, dismissal, pay and conditions of service of all Staff.

17.1.6Receiving and considering reports from the Academic Board and committees of the Academic Board.

17.1.7 Making regulations, with respect to the conduct of Students, including procedures for suspension and expulsion and procedures for dealing with Students who have failed or who are to be excluded for unsatisfactory standards of work or other academic reason.

17.1.8 Promoting Freedom of Speech

17.1.9 Determining 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 appropriate funder).

17.1.10 Keeping accounts and records and appointing and determining the remuneration of an auditor who shall be eligible for appointment pursuant to the Companies Acts.

17.1.11Submitting returns, reports and statements of account to the Registrar of Companies and to the Charity Commission.

17.1.12 Keeping proper records of meetings of the Company Members, the Board of Governors and committees of the Board of Governors.

17.1.13 From time to time, at any meeting of the Board of Governors making, altering or revoking regulations for the conduct of the business or affairs of the University provided that notice of an intention to propose any amendments to or revocation of the existing regulations or the making of any new regulations shall have been given in the notice calling

any such meeting.

## **18. THE VICE-CHANCELLOR**

18.1 There shall be a Vice-Chancellor of the University who shall be the chief executive officer of the University. The Vice-Chancellor shall be appointed and removed by the Board of Governors on terms approved by the Board of Governors from time to time and using a procedure approved by the Board of Governors from time to time.

18.2 The Vice Chancellor shall have a general responsibility to the Board of Governors for ensuring that the object of the University is fulfilled and for maintaining and promoting the efficiency, discipline and good order of the University and shall have such powers and duties as may be entrusted to them from time to time by the Board of Governors

18.3 Upon the normal occurrence of a vacancy, or expected vacancy, for the post of Vice-Chancellor, the post shall be advertised nationally.

## **19. ACADEMIC BOARD**

19.1 There shall be an Academic Board of such number of members as is approved by the Board of Governors from time to time, comprising the Vice-Chancellor (who shall be Chair unless otherwise determined by the Board of Governors) and such other numbers of Staff and Students and others as may from time to time be approved by the Board of Governors. The Vice-Chancellor may nominate a Deputy-Chair from among the members of the Academic Board to take the chair in his or her place. The period of appointment of members and the selection or election procedures shall be subject to the approval of the Board of Governors.

19.2 The Academic Board may establish such committees as it considers necessary to carry out its responsibilities provided that each committee and its remit is first approved by 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. Such committees will report on committee matters to the Academic Board.

19.3 The proceedings of the Academic Board or any committee of the Academic Board shall be governed by the provisions contained in these Articles regulating meetings and proceedings of the Board of Governors so far as the same are applicable (*mutatis mutandis*) and are not superseded by any regulations made by the Board of Governors concerning the exercise of the Academic Board or any committee thereof's powers.

## **20. RESPONSIBILITIES OF THE ACADEMIC BOARD**

Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors the Academic Board shall be responsible for:

20.1. General issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of Students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of Students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of Students for unsatisfactory standard of work or other academic reasons. Such responsibilities shall be subject to the requirements of relevant validating and accrediting bodies;

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

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

## **21. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS**

The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors. The Clerk shall also act as Company Secretary.

## **22. CONDUCT OF STAFF**

### **Regulations**

22.1 The Board of Governors shall make regulations relating to the conduct of the Staff.

22.2 In making regulations relating to the conduct of the Staff, 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.

### **Staff Disciplinary Procedure**

22.3 The Board of Governors shall establish and have oversight of a disciplinary procedure for the Staff.

### **22.4 Suspension**

Procedures for the suspension of Staff shall be specified in rules approved by the Board of Governors, such rules will be compliant with employment law and good employment practice.

### **22.5 Dismissal**

Procedures for the discipline and dismissal of Staff shall be specified in rules approved by the Board of Governors, such rules will be compliant with employment law and good employment practice.

### **22.6 Grievances**

Procedures for Staff to bring grievances shall be specified in rules approved by the Board of Governors, such rules will be compliant with employment law and good employment practice.

## **23. THE STUDENTS' UNION**

23.1 The Students' Union of the University shall consist of all Students of the University, together with any other persons as under its constitution it may determine except that a Student shall have the right:

23.1.1 Not to be a member of the Union; or

23.1.2 In the case of a representative body which is not an association, to signify that s/he does not wish to be represented by it and Students who exercise that right shall not be unfairly disadvantaged, with regard to the provision of services or otherwise, by reason of their having done so.

23.2 The Students' Union shall conduct its affairs, administer its finances and elect its officers 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.

## **24. STUDENT CONDUCT**

24.1 The Board of Governors shall make regulations relating to the conduct of the Students.

24.2 The Board of Governors, after consultation with the Academic Board and representatives of the Students, shall establish and operate a disciplinary procedure for Students of the University.

24.3 The Academic Board, after consultation with the Board of Governors, shall determine regulations and procedures for the expulsion of a Student for an unsatisfactory standard of work or other academic reasons. The regulations and procedures for the expulsion of a Student on grounds of academic performance or other academic reasons shall include the right of appeal against the decision.

## **25. REGULATIONS AND BYE-LAWS**

The Board of Governors shall have power to make rules or bye-laws concerning such matters

with regard to the government and conduct of the University as it shall think fit.

## **26. DISSOLUTION**

If the University is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied

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

in such other manner consistent with charitable status as the Charity Commission or other Principal Regulator of the University approves in writing in advance.