

Company No: 6033238

The Companies Act 2006

Company limited by guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

incorporating

INSTRUMENT AND ARTICLES OF GOVERNMENT (as required under the Education Reform Act 1988)

of

UNIVERSITY OF CUMBRIA

Adopted by Special Resolution dated 21 January 2016

Effective from Privy Council approval dated 5 February 2016

1. PRELIMINARY

The regulations contained in Schedule 2 of Companies (Model Articles) Regulations 2008 in force at the time of adoption of these Articles shall not apply to the University and these Articles alone shall constitute the Articles of the University.

2. INTERPRETATION

2.1 In these Articles, unless the context otherwise requires:

“the Act”	the Companies Act 2006, including any statutory modification or reenactment thereof for the time being in force
“Archbishops’ Council”	The Archbishops’ Council of the Church of England (a registered charity) of Church House, Great Smith Street, London, SW1P 3NZ
“these Articles”	these Articles of Association of the University from time to time in force
“the Board of Directors” or “the Board”	the Board of Directors of the University comprised of the Directors as a body or a quorum at a meeting of the Board of Directors as provided by these Articles

“the Charity”	the former charity comprised in the Trust Deed
“the Chancellor”	the Chancellor of the University appointed in accordance with Article 17.1 .
“the Church”	the Church of England
“Church Directors”	those Directors appointed under Article 5.2.2
“the Education Acts”	the Education Acts 1944 to 1996, the Education Reform Act 1988, the Further and Higher Education Act 1992 and all other applicable acts including any statutory modification or re-enactment thereof for the time being in force
“Director”	a person duly appointed or elected as a Director of the University as provided by these Articles.
“Independent Directors”	the Directors appointed under Article 5.2.3
“Member”	a member of the company limited by guarantee known as the University, as provided by these Articles
“Month”	calendar month
“the Objects”	the charitable objects of the University as set out in Article 4
“Vice-Chancellor”	the Vice-Chancellor of the University as provided by these Articles
“Procedures”	provisions in writing made from time to time, whether by Regulation, by the Vice-Chancellor or by any representative body constituted pursuant to these Articles for the purpose of regulating the proceedings of that body
“the Registers”	the Registers of Members and Directors of the University
“Regulations”	regulations, procedures and ordinances made from time to time by the Board of Directors pursuant to these Articles

“the Secretary”	the person appointed under Article 16 as company secretary of the University and as the clerk to the Board
“the Secretary of State”	the Secretary of State for Innovation, Universities and Skills or such other Minister of the Crown upon whom may devolve the present functions, duties and responsibilities of the Secretary of State insofar as they relate to the educational facilities from time to time provided by the University
“Senior Posts” or “Senior Postholders”	the post of Vice-Chancellor and such other senior posts of the University as the Board of Directors shall from time to time determine
“the Staff”	all persons employed by the University
“Student” or “Students”	a person or persons enrolled on a course of study at the University or a sabbatical officer of the Students’ Union
“Trust Deed”	the Trust Deed made on 6 April 1964 by the Central Board of Finance of the Church of England for the purposes of a Church College of Education as varied inter alia by a Modification Order sealed 7 November 1990
“the United Kingdom”	Great Britain and Northern Ireland
“the University”	the University of Cumbria being a company limited by guarantee and not having a share capital
“in writing”	includes printing, lithography, typewriting, photography, facsimile, electronic communication (as defined in the Electronic Communications Act 2000 and to the extent lawful and valid) and other modes of representing or reproducing words in permanent visible form
“year”	calendar year.

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

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

- 2.4 Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Act shall bear the same meanings in these Articles.
- 2.5 Any reference herein to the provisions of any act shall extend to and include any amendment or reenactment of or substitution for the same effected by any subsequent act or statutory instrument.
- 2.6 **Articles 5, 6, 7, 8, 9, 10 and 21.3** shall constitute the Instrument of Government and **Articles 3 and 11 to 26** shall constitute the Articles of Government as required under the Education Reform Act 1988.

3. **CONDUCT OF THE UNIVERSITY**

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

4. **THE OBJECTS OF THE UNIVERSITY**

4.1 The Objects of the University shall be:

- 4.1.1 the advancement of education in the United Kingdom;
- 4.1.2 the provision and operation of a university under the name University of Cumbria;
- 4.1.3 the provision of a university for the advancement of learning and knowledge by teaching and research and for enabling students to obtain the advantages of university education;
- 4.1.4 to undertake educational and research activities;
- 4.1.5 through its activities and its work, to reflect the influence of the Church in the formation and governance of the University;
- 4.1.6 through its activities and work, to reflect its creative traditions;
- 4.1.7 to take a leading role in the establishment and development of a distributed learning network for Cumbria; and
- 4.1.8 to take a leading role in the development of partnerships with other educational providers and key stakeholders in the furtherance of

educational opportunities thereby enhancing socio-economic regeneration in Cumbria and the region.

4.2 In carrying out its Objects the University shall have all the powers of a natural person and be entitled to carry on any activity of any type except to the extent limited or restricted by law.

5. **BOARD OF DIRECTORS**

5.1 The Board of Directors shall from time to time make Regulations and Procedures for the nomination, election, appointment and reappointment of the Board of Directors and for the appointment and reappointment of the Chair and Vice-Chair.

5.2 The Board of Directors shall consist of not more than 15 persons comprising:

5.2.1 the Vice-Chancellor;

5.2.2 five Church Directors:

5.2.2.1 the Bishop of Carlisle or his nominee;

5.2.2.2 one Director appointed by Bishop of Blackburn;

5.2.2.3 one Director appointed by the Board of Education of the Diocese of Carlisle;

5.2.2.4 one Director appointed by the National Society Council;

5.2.2.5 one Director appointed by the Archbishops' Council.

The persons or bodies having power to appoint Church Directors shall, in making such appointments, have regard to any criteria for the appointment of directors which may be approved by the University from time to time.

5.2.3 seven independent Directors (who shall not be Staff or Students) appointed by the Board of Directors;

5.2.4 one Director elected by the Staff in accordance with Procedures approved by the Board of Directors; and

5.2.5 one Student Director who shall be the President of the University of Cumbria Students' Union acting ex-officio.

6. **TENURE OF OFFICE OF DIRECTORS**

- 6.1 Directors, except for the Student Director and the Vice-Chancellor, shall hold office for an initial fixed term of up to three years. The Student Director shall hold office for up to a maximum of two years in accordance with agreed Procedures and shall not be eligible to be reappointed.
- 6.2 The person holding the office of Vice-Chancellor shall remain a Director so long as such person holds the office of Vice-Chancellor.
- 6.3 All Directors, except for the Student Director and Vice-Chancellor, shall:
- 6.3.1 be eligible to be reappointed or elected (as the case may be) (as long as that Director is still eligible in accordance with this **Article 6**) for two further terms of a maximum of 3 years;
 - 6.3.2 not normally serve as a Director for more than nine years; and
 - 6.3.3 for the purposes of calculating nine years any period of office as a Director shall be counted towards the nine year term.
- 6.4 In exceptional circumstances the Board may extend the term served by an Independent Director by up to a further two years to give a maximum of eleven years service where in the opinion of the Board of Directors there are special and exceptional reasons or where such Director will be undertaking a new and more senior role.
- 6.5 In relation to the appointment of Directors (other than Church Directors), the Board of Directors shall be the appointing authority and the proceedings of the Board of Directors shall apply as laid down under these Articles.
- 6.6 No person shall be eligible for appointment as a Director if, on the date of the appointment taking effect, the person in question is under the age of 18.
- 6.7 A Director shall, ipso facto, cease to be a Director if:
- 6.7.1 he or she resigns his office as Director by notice in writing to the Secretary, such resignation being effective from the date of receipt of the notice or date of resignation specified therein whichever shall be the later;
 - 6.7.2 a registered medical practitioner who is treating that Director gives a written opinion to the University stating that that Director has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 6.7.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- 6.7.4 he or she holds office as a Director subject to satisfying certain conditions for eligibility for such appointment and ceases to satisfy such conditions (including without limitation any conditions as contained in **Article 5**);
- 6.7.5 he or she is a Student Director or a Staff Director and ceases before the end of his or her period of office to be a member of Staff or Student of the University as the case may be;
- 6.7.6 he or she absents himself from attendance at meetings of the Board of Directors continuously for a period of twelve months without special leave of absence from the Board of Directors, and the Board of Directors passes a resolution that he or she has by reason of such absence vacated office;
- 6.7.7 he or she is unable or unfit to discharge the functions of a Director, and the Board of Directors passes a resolution that he or she is, by reason of being unable or unfit to discharge the functions of a Director, removed from office;
- 6.7.8 he or she is the subject of any disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as director or trustee of a charity;
- 6.7.9 he or she is removed from office by resolution duly passed pursuant to Section 168 of the Act. For the avoidance of doubt, the Archbishops' Council shall only be entitled to vote on a resolution in accordance with this **Article 6.7.9** if the resolution concerns the removal of a Director appointed in accordance with **Article 5.2.2** and in such circumstances **Article 13.3** shall apply.
- 6.8 Every vacancy in the office of Director shall as soon as possible be notified to the proper appointing or electing body.

7. **CHAIR OF THE BOARD OF DIRECTORS**

- 7.1 The Board of Directors shall appoint one of their number to be the Chair of the Board of Directors and may remove him or her from that office.
- 7.2 The Board of Directors shall appoint one of their number to be the Vice-Chair of the Board of Directors and may remove him or her from that office.
- 7.3 Either the Chair or Vice-Chair but not both shall be drawn from the body of Church Directors. Where, in the opinion of the Board of Directors, this is not possible or appropriate the Board of Directors shall appoint in consultation with the Chancellor, the most appropriate Director to be Chair and/or Vice Chair.

7.4 The Chair and Vice Chair shall be ex officio members of the Board of Directors appointment committee (or equivalent).

7.5 If both the Chair and Vice-Chair are absent or unable or unwilling to preside at a meeting of the Board, the Directors present may appoint one of their number to chair the meeting.

8. **REGISTERS OF MEMBERS AND DIRECTORS**

8.1 The Members shall be the Archbishops' Council and all the Directors from time to time.

8.2 No person shall hold office as, or act as, a Director until that person has agreed in writing to become a Member of the University for so long as he or she is a Director.

8.3 A Director's name shall be removed from the Registers of Members and Directors upon his or her ceasing to be a Director for whatever reason.

9. **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

9.1 Subject to **Article 3**, the Board of Directors has responsibility for the entire control and management of the University.

9.2 Without prejudice to **Articles 3 and 9.1** the functions and duties of the Board shall (without imposing any limitation on its general powers) include the following:

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

9.2.2 awarding (whether honorary or not) taught and/or (if appropriate) research degrees and/or other awards or diplomas to Students and any other person(s) approved by the Board of Directors;

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

9.2.4 to approve development plans and formulate policy;

9.2.5 approving annual estimates of income and expenditure;

9.2.6 the determination of the Senior Posts save that the Vice-Chancellor shall always be a Senior Postholder;

9.2.7 the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the holders of Senior Posts;

- 9.2.8 the determination of the policy for pay and general conditions of employment of the Staff who are not Senior Postholders; and
- 9.2.9 the appointment of Auditors.
- 9.3 Subject to **Article 9.4** the Board of Directors may, subject to these Articles and the Regulations, delegate to any Committee of the Board of Directors, Academic Board or to the Chair or Vice-Chair of the Board of Directors or to the Chair or Vice-Chair of any committee of the Board of Directors or to the Vice-Chancellor, and on such terms and conditions as it shall from time to time think fit, the exercise of all or any of the powers and duties conferred upon it by these Articles.
- 9.4 The Board of Directors shall not delegate any matter relating to:
- 9.4.1 the determination of the educational character and Objects of the University;
- 9.4.2 the approval of the annual estimates of income and expenditure of the University;
- 9.4.3 ensuring the solvency of the University and ensuring the safeguarding of its assets; this shall include the recommendation of the annual accounts to the University in General Meeting and all matters referred to in **Article 24.2**;
- 9.4.4 the recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them;
- 9.4.5 the approval, revoking, amendment or variation of the Regulations or any of them;
- 9.4.6 the appointment of the Vice-Chancellor and/or other holders of Senior Posts and appeals against dismissal of the Vice-Chancellor and/or other holders of Senior Posts in accordance with **Article 19**;
- 9.4.7 the termination of the membership of any Director; or
- 9.4.8 any act or thing which under or by virtue of any provision of the Act is required to be done by the Vice-Chancellor or the Board of Directors.
- 9.5 The Board of Directors shall not delegate to any person who is not a Director or to any body or committee that does not consist of a majority of Directors:
- 9.5.1 the appraisal, discipline or suspension of the Vice-Chancellor; or

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

9.6 The Directors shall be responsible for discharging the responsibilities of the Board and shall have the personal responsibilities specified in a code of conduct approved by the Board. All Directors shall be deemed to be bound by such code of conduct. The code of conduct shall include the following principles:

9.6.1 ensuring the University complies with the terms of these Articles;

9.6.2 promoting the interests of the University;

9.6.3 acting prudently and with reasonable care, skill and diligence;

9.6.4 complying with all legal responsibilities imposed on the Directors by law;

9.6.5 acting selflessly in the interests of the University;

9.6.6 acting with integrity, in good faith, honestly, objectively, accountably and for a proper purpose;

9.6.7 complying with good governance practice and principles;

9.6.8 avoiding or declaring (where appropriate) conflicts of interest or potential conflicts of interest;

9.6.9 not profiting at the University's expense;

9.6.10 not acting in a sectional interest; and

9.6.11 not misusing the position of Director.

10. **PROCEEDINGS OF THE BOARD OF DIRECTORS**

10.1 The quorum for meetings of the Board of Directors shall be seven Directors of whom not less than five shall be Directors who are neither members of Staff nor Students of the University. No business shall be transacted at any meeting of the Board of Directors unless a quorum is present.

10.2 If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled. If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned.

10.3 Proceedings of the Board of Directors shall be as determined by the Board of Directors in Regulations from time to time.

11. **GENERAL MEETINGS**

11.1 Save if the University has passed the appropriate elective resolutions, the University shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the University and that of the next. The Annual General Meeting shall be held at such time and place in the United Kingdom as the Board of Directors shall determine.

11.2 The Directors or the Chair may call a general meeting at any time.

12. **NOTICE OF GENERAL MEETINGS**

12.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice in writing. All other general meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be given to all Members, Directors and Auditors.

12.2 A general meeting may also be called by shorter notice if it is so agreed in accordance with section 307 of the Act.

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

13. **PROCEEDINGS AT GENERAL MEETINGS**

13.1 Proceedings at general meetings shall be as determined by the Board of Directors in Regulations from time to time.

13.2 The quorum at any General Meeting shall be nine members provided always that in the event that the general meeting contains a proposal to consider a resolution to which **Article 13.3** applies then a duly authorised representative of the Archbishops' Council must be present in order for the general meeting to consider such resolution, unless the Archbishops' Council indicates in writing that it does not require such representation.

13.3 The Archbishops' Council shall only be entitled to a vote in accordance with Regulations on resolutions proposed at General Meetings of the University which seek to:

- 13.3.1 amend or remove **Articles 4.1.5 or 29.4.2.1**; or
- 13.3.2 amend or remove any of **Articles 5.2, 7.3, 8.1, 13.2, 13.3 or 22**; or
- 13.3.3 remove any Director appointed under **Article 5.2.2** if not in accordance with these Articles (for the avoidance of doubt **Article 13.3** shall apply to removal of a Director appointed under **Article 5.2.2** in accordance with **Article 6.7.9**); or
- 13.3.4 change the requirements as to the identity or role of the Chancellor as set out in **Article 17**

In any such event the Archbishops' Council shall be entitled to such number of votes as are equal to 76% of the total votes cast at such meeting. In any other event the Archbishops' Council shall have no vote.

14. **INTERESTS OF DIRECTORS**

- 14.1 A Director 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 he 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 Board of Directors against liabilities are being discussed. If necessary, the Chair or in his or her absence the Vice-Chair shall determine whether or not there is a conflict of interest for any Director 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 Board of Directors shall determine the matter.
- 14.2 The Board of Directors may make Regulations relating to conflicts of interest as it determines from time to time.

15. **VICE-CHANCELLOR**

- 15.1 The Board of Directors shall appoint a Chief Executive of the University upon such terms and conditions of employment as it shall think fit, who shall be called the Vice-Chancellor or such other designation as the Board of Directors determine.
- 15.2 Upon the occurrence of a vacancy or expected vacancy in the office of the Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally.
- 15.3 In the event of a vacancy in the office of Vice-Chancellor or the absence of the Vice-Chancellor by reason of illness or otherwise, the Board of Directors may appoint, on such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an Acting Vice-Chancellor.

15.4 Without prejudice to any terms or conditions attached to the appointment of the Vice-Chancellor from time to time pursuant to **Article 15** and to any other duties and responsibilities of the Vice-Chancellor, the Vice-Chancellor shall be responsible to the Board of Directors for promoting and upholding the Objects of the University and for such duties and responsibilities as the Board of Directors set out in Regulations from time to time.

15.5 The Board of Directors may make Regulations relating to the duties and responsibilities of the Vice-Chancellor as it determines from time to time.

15.6 The Vice-Chancellor may delegate the exercise of any or all of the powers or duties in these Articles or the Regulations except where these Articles or the Regulations specifically prohibit such delegation. The Vice-Chancellor may delegate the dismissal of Staff other than Senior Postholders in accordance with the Regulations.

16. **THE SECRETARY**

16.1 The Board of Directors shall appoint a Secretary of the University and may suspend or remove such person from that appointment. If required, the Board of Directors may from time to time appoint an assistant Secretary or Secretaries to act in the absence of the Secretary and may suspend or remove such person or persons from that appointment.

17. **CHANCELLOR**

17.1 The Chancellor of the University shall be the Archbishop of York. If the Archbishop of York is unable or determines not to serve, then the Board of Directors shall appoint a Chancellor in consultation with the Archbishop of York

17.2 The Chancellor shall chair the Board of Director's appointments committee (or equivalent) where that committee is considering the appointment of the Vice-Chancellor. If the Chancellor is unable or determines not to chair the Board of Director's appointment committee (or equivalent) then the Board of Directors shall appoint a Chair of the appointments committee in consultation with the Archbishop of York

18. **THE APPOINTMENT AND PROMOTION OF STAFF**

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

19. **SUSPENSION, DISCIPLINE, DISMISSAL AND GRIEVANCES OF STAFF**

19.1 **Suspension**

- 19.1.1 The Chair or in the absence of the Chair, the Vice-Chair, may suspend from duty, with pay, the holder of a Senior Post for alleged misconduct or other good and urgent cause.
- 19.1.2 The Vice-Chancellor may suspend from duty, with pay, any member of Staff other than the holder of a Senior Post for alleged misconduct or other good and urgent cause.

19.2 **Discipline and Dismissal**

Holders of senior posts

- 19.2.1 The Chair, or in the absence of the Chair, the Vice-Chair, may discipline the holder of a Senior Post in appropriate circumstances.
- 19.2.2 The Chair, or in the absence of the Chair, the Vice-Chair, may dismiss the holder of a Senior Post with immediate effect with or without notice if the circumstances are such that dismissal is justified by virtue of the conduct of the holder of the Senior Post.
- 19.2.3 If the Chair, or in the absence of the Chair, the Vice-Chair, or a majority of the members of the Board of Directors, consider it may be appropriate for the holder of a Senior Post to be dismissed in circumstances where **Article 19.2.2** does not apply, the Chair, the Vice-Chair or the Board of Directors as appropriate shall refer the matter to a special committee of the Board of Directors, which shall be convened as soon as practicable to consider the proposal and, if thought fit, dismiss the holder of the Senior Post.
- 19.2.4 In any case where the holder of a Senior Post has been disciplined or dismissed pursuant to this **Article 19**, he may appeal to the Board of Directors against that decision.
- 19.2.5 The powers of discipline and dismissal contained in **Articles 19.2.1, 19.2.2, 19.2.3** and **19.2.4** shall be exercised in accordance with rules made by the Board of Directors under **Article 19.4**.

Other Members of Staff

- 19.2.6 The Vice-Chancellor may discipline any member of Staff other than the holder of a Senior Post.
- 19.2.7 The Vice-Chancellor may dismiss (including summarily in appropriate cases) any member of Staff other than the holder of a Senior Post either with or without notice, depending on the circumstances of the case.

19.2.8 Where a Staff member has been disciplined or dismissed pursuant to **Articles 19.2.6** or **19.2.7** that Staff member may appeal against the dismissal or decision as the case may be, to the Board of Directors.

19.2.9 Where a Staff member has been disciplined or dismissed by a person to whom the Vice-Chancellor has delegated his or her powers of discipline and/or dismissal that Staff member may appeal against the dismissal or decision as the case may be, to the Vice-Chancellor.

19.2.10 The powers of discipline and dismissal contained in **Articles 19.2.6, 19.2.7, 19.2.8** and **19.2.9** shall be exercised in accordance with Regulations made by the Board of Directors under **Article 19.4**.

19.3 **Grievances**

19.3.1 The Board of Directors shall from time to time make Regulations specifying procedures according to which Staff may seek redress of any grievances relating to their employment.

19.4 **Rules and Procedures**

19.4.1 The Board of Directors shall from time to time make Regulations specifying procedures to be followed in the exercise of the powers and duties contained in this **Article 19** and the exercise of the powers of delegation which may be exercised in connection with this **Article 19**.

19.5 **Academic Freedom**

19.5.1 In making rules under this **Article 19** the Board of Directors 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 of losing their jobs or any privileges they may have at the University.

20. **ACADEMIC BOARD**

20.1 The Board of Directors shall establish an Academic Board comprising the Vice-Chancellor and such of the members of the Staff and Students as are determined by Regulations. The Vice-Chancellor shall chair the Academic Board and may appoint a Vice-Chair from among its members to take the Chair in his absence or incapacity. The period of appointment of members and the selection or election arrangements shall be subject to Regulations and Procedures.

20.2 Subject to the provisions of these Articles and to the overall responsibilities of the Board of Directors and the Vice-Chancellor, the Academic Board shall have powers and responsibilities set out in Regulations from time to time.

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

21. **STUDENTS' UNION AND CONDUCT OF STUDENTS**

21.1 A Students Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Directors. No amendment to or revision of the constitution, in part or in whole, shall be valid unless and until approved by the Board of Directors.

21.2 Further provisions in relation to the Students Union shall be as determined by the Board of Directors in Regulations from time to time.

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

22. **RELIGIOUS WORSHIP AND CHAPLAINCY**

22.1 The University shall regularly provide worship which is in accordance with the doctrines, rites and practices of the Church. Due regard shall be given to the needs of members of other Christian denominations or other faiths.

22.2 The University, in consultation with the Board of Directors and the relevant Diocesan Bishop, shall make arrangements for a chaplaincy, including at least one chaplain who is a priest of the Church (or of a Church which is in full communion with the Church).

22.3 In keeping with the role of the Church in the formation and governance of the University, the Board of Directors shall ensure that appropriate regard is given to Christian beliefs and values within its mission and corporate life.

23. **PROVISION OF INFORMATION**

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

23.2 The agenda, papers and minutes for meetings of the Board of Directors and Committees of the Board of Directors (except in such cases where the Board of Directors or the Committee concerned or Academic Board deems that any document shall be kept confidential, for example on grounds that it treats

matters which are commercially or legally sensitive or which relate to the affairs of named or identifiable individuals or to the relationship between the University and another party the interests of whom are to be safeguarded) shall be available for inspection upon request to every Director, member of the Staff and every Student and the Board of Directors shall arrange for all practicable steps to be taken to maintain these documents as records.

24. **ACCOUNTS AND FINANCIAL PROCEDURES**

24.1 Matters relating to Accounts and financial procedures shall be delivered by the Board of Directors in Regulations from time to time.

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

25. **AUDITORS**

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

26. **REGULATIONS**

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

26.2 Provided that:

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

26.2.2 no Regulations concerning the matters in **Article 20.2** shall be made until the Academic Board has been given an opportunity to consider and report to the Board of Directors thereon and until any reports made by the Academic Board in response to that opportunity have been considered by the Board of Directors.

26.3 Save as provided in **Article 26**, every Regulation made by the Board of Directors shall have effect as if the same was contained in these Articles save that they may at any time or times be revoked or varied by the Board of Directors in like manner as they may be made.

27. **APPLICATION OF INCOME AND PROPERTY**

- 27.1 The income and property of the University shall be applied solely towards the promotion of the Objects and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the University. No Director shall be appointed to any paid office of the University otherwise than as an employee and (unless approval of the Charity Commission is first obtained) no remuneration or other benefit in money or money's worth shall be given by the University to any Director.
- 27.2 The provisions in **Article 27.1** shall nevertheless be subject to the following exceptions:
- 27.2.1 Directors may be reimbursed any out-of-pocket expenses properly incurred by them when acting on behalf of the University and may benefit from insurance policies effected in relation to the Objects of the University but so that such insurance shall not extend to any matters not allowed by law.
- 27.2.2 Directors and Members of the University may consider and vote upon proposals for the University to insure the Directors and Members of the University against liabilities incurred by them arising out of their office and the University obtaining such insurance and paying the premiums;
- 27.2.3 Directors and Members of the University may be paid interest at a reasonable rate per annum not exceeding 2 per cent less than the published base lending rate of the National Westminster Bank plc;
- 27.2.4 Directors and Members of the University may be paid a reasonable and proper rent for premises leased or let by them to the University;
- 27.2.5 the Vice-Chancellor, members of Staff and examiners of the University who are Directors may be paid all remuneration, fees and royalties to which they would be entitled if they were not Directors 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 the conditions of service of any such officer or servant of the University;
- 27.2.6 payment may be made by the University to any company entitled thereto notwithstanding that a Director or Member of the University may hold not more than one-hundredth part of the capital of such company with a maximum value of £20,000 and such Director or Member shall not be found to account for any share of the profits he or she may receive in respect of such payment PROVIDED in each case that no Director shall be entitled to vote upon any resolution providing for or relating to his or her conditions of service as a member of the

staff or examiner or any salary or fee or royalties payable to him or her.

28. **AMENDMENT TO THE ARTICLES**

28.1 Subject to the provisions of the Act and these Articles, these Articles may be amended or replaced by a special resolution of the University in General Meeting and the approval of the Privy Council Office in accordance with section 129B of the Education Reform Act 1988.

28.2 Notwithstanding **Article 28.1** no alteration or alterations shall be made to the provisions of these Articles which would:

28.2.1 vary this Article;

28.2.2 have the effect that the University would cease to be a company to which section 3(3) of the Act applies or cease to be a charity in law;

28.2.3 dissolve the University.

29. **LIABILITY OF THE MEMBERS AND WINDING UP OF THE UNIVERSITY**

29.1 The liability of the members is limited.

29.2 Every Member of the University undertakes to contribute to the assets of the University in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the University contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00 (One Pound).

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

29.4 In the event of the discontinuance of the University the following provisions of this **Article 29** shall take effect:

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

29.4.2 if upon the winding up or dissolution of the University there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the University but shall be applied or transferred as follows:

29.4.2.1 freehold or leasehold property transferred to the University (in its former name of St Martin's College) from the Charity, any other freehold or leasehold property from time to time representing such property and an amount corresponding to the proceeds of sale of any such property which has been disposed of and not reinvested in other such property (increased in accordance with the increase in the Retail Price Index from the point of sale of the property concerned) shall be applied to such charitable purposes in connection with the Church of England as the Archbishops' Council after consultation with the Archbishop of York and the Church of England Board of Education may think fit; and

29.4.2.2 any and all other property howsoever acquired shall be applied or transferred in one of the following ways as the Board of Directors see fit:

- (a) directly for the Objects;
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects.

For the purposes of **Article 29.4.2.1** above "Retail Price Index" shall mean means the General Index of Retail Prices compiled and published monthly by the Office of National Statistics or any UK government index replacing it.

