

THE COMPANIES ACT 2006 - COMPANY LIMITED BY GUARANTEE

LINCOLN BISHOP UNIVERSITY

ARTICLES OF ASSOCIATION OF THE COMPANY

incorporating

**INSTRUMENT AND ARTICLES OF
GOVERNMENT OF
THE UNIVERSITY
(Company No. 11963500)**

1. INTERPRETATION

- 1.1. In these Articles of Association ("Articles"), unless the context otherwise requires, the following words and expressions shall have the meaning assigned to them below:

"Bishop"	the Bishop of Lincoln or during a vacancy in the See another bishop acting under an instrument of delegation made pursuant to section 13 of the Dioceses, Pastoral and Mission Measure 2007 or, failing that, another bishop empowered by law to exercise the Episcopal functions of the Bishop of Lincoln;
"Chair"	the Chair of the University Council appointed in accordance with Article 13.1;
"Chancellor"	the Chancellor of the University appointed in accordance with Article 18.4;
"Charities Act"	the Charities Act 2011;
"Committee"	a committee appointed by the University Council;
"Companies Acts"	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
"Company"	the above named company with registered company number 11963500;
"Company Member"	a member of the Company admitted in accordance with Article 3;
"the University Council"	the University Council of the University constituted in accordance with Article 11;

“Education Acts”	the Education Acts as defined in section 578 of the Education Act 1996, including any regulations made under the Education Acts;
“Holders of Senior Posts”	the Vice-Chancellor and such other posts as the University Council may from time to time determine;
“Member(s)”	a member or members of the University Council appointed in accordance with Article 11.1, who are charity trustees and also the directors of the Company;
“OfS”	the Office for Students;
“Secretary”	the secretary to the University Council appointed in accordance with Article 14;
“Secretary of State”	the Secretary of State for Education or any successor thereto;
“Senate”	the Senate of the University constituted in accordance with Article 18.7;
“Staff”	a member of the staff at the University whether a member of the academic Staff or the support Staff;
“Staff Member(s)”	a member or members of Staff elected to the University Council in accordance with Article 11.1(d) or (e);
“Student(s)”	a student or students duly enrolled at the University;
“Student Member(s)”	a Student or Students elected to the University Council in accordance with Article 11.1(f);
“Students’ Union”	an association of the Students formed to advance education for the benefit of the Students;
“University”	Lincoln Bishop University being a company limited by guarantee and not having a share capital;
“Vice-Chair”	the Vice-Chair of the University Council appointed in accordance with Article 13.1;
“Vice-Chancellor”	the Vice-Chancellor and Chief Executive of the University appointed in accordance with Article 18.6.

- 1.2. The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.
- 1.3. A reference to a statutory provision shall be interpreted as including any statutory amendment or replacement of that provision and to any subordinate legislation made under it.
- 1.4. A reference to a governmental, regulatory or other similar body shall be interpreted as including a reference to any successor organisation.

2. NAME AND LOCATION OF THE INSTITUTION

- 2.1. The institution shall be called Lincoln Bishop University. The Company Members may by resolution change the name of the University with the consent of the OfS.
- 2.2. The University shall be maintained in buildings provided in or near Lincoln for the purposes of a Church of England University conducted in accordance with the provisions of the Education Acts and these Articles.

3. COMPANY MEMBERS

- 3.1. The Company Members shall be all of the Members of the University Council from time to time.
- 3.2. The University must maintain a register of Company Members.
- 3.3. Every person who has been or is to be admitted as a Company Members must sign the register of Company Members or give his or her written consent to act as a Company Member.
- 3.4. A Company Member's membership shall be terminated:
 - (a) if a Company Member ceases to be a Member of the University Council;
 - (b) on the expiration of one month's written notice to the Secretary of his or her intention to cease acting as a Company Member; or
 - (c) on the expiration of one month's written notice of a resolution of the University Council 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 University Council.
- 3.5. Membership of the Company is not transferable.

4. OBJECTS

- 4.1. The University's charitable object ("Objects") is for the public benefit to advance education through the provision of a university at or near Lincoln, such university to be designated as having a Church of England character.

5. POWERS

In furtherance of the Objects the University shall have powers to undertake all activities within the law, including without limitation the following:

- 5.1. To provide education;
- 5.2. To promote or carry out research;

- 5.3. To award degrees, diplomas, certificates or other academic awards or distinctions to persons who complete appropriate courses of study and satisfy appropriate assessments; to grant honorary degrees; to grant degrees to members of the academic and other Staff of the University; to authorise other institutions to exercise such powers on behalf of the University; to exercise such powers jointly with another institution; and to deprive any person of any award granted to him or her by or on behalf of the University, or in the case of an award granted jointly with another institution, to do so jointly with such other institution;
- 5.4. To provide advice;
- 5.5. To publish or distribute information;
- 5.6. To solicit, receive and accept grants, financial assistance, fees, donations, endowments, gifts and loans, subject or not to any specific trusts or conditions;
- 5.7. Subject to the requirements of the Charities Act, to raise funds;
- 5.8. To establish subsidiary undertakings, companies, trusts and other legal forms, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies or legal forms for any purpose which may directly or indirectly further the Objects;
- 5.9. To co-operate with other bodies;
- 5.10. To support, administer or set up other charities;
- 5.11. To acquire or merge with any other charity in furtherance of the Objects;
- 5.12. Subject to any approval or consent as may be required by law, to establish trading companies in support of the Objects, either solely or in partnership with other persons;
- 5.13. To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the University 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;
- 5.14. Only in accordance with the restrictions imposed by the Charities Act, to borrow money and secure or discharge any debt or obligation of or binding on the University in such manner as may be thought fit, and in particular but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the University, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description and to enter into any financial instruments including swaps, hedges, options, caps and any other financial instruments;

- 5.15. To buy, lease, hire or otherwise hold property of any kind and to maintain and equip it for use;
- 5.16. To sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 5.17. To make grants or loans of money, to give prizes and charitable donations and to administer money and funds;
- 5.18. To employ and engage the services of such persons as are considered necessary for furthering the Objects;
- 5.19. To grant, continue and pay such salaries and pensions in respect of services as may 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, health schemes, welfare benefits 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;
- 5.20. To set aside funds for special purposes or as reserves against future expenditure;
- 5.21. To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert, unless the University reasonably considers such advice unnecessary in the circumstances, and having regard to the suitability of investments and the need for diversification);
- 5.22. Where the University considers that it has insufficient expertise, to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is recorded in writing for the financial expert by the University Council;
 - (b) every transaction is reported promptly to the University Council;
 - (c) the performance of the investments is reviewed regularly with the University Council;
 - (d) the University Council is entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the University Council on receipt; and
 - (g) the financial expert must not do anything outside the powers of the University Council.

- 5.23. Where the University considers it necessary and/or appropriate, to arrange for investments or other property of the University to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the University Council or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.24. To insure the University's property against any foreseeable risk and take out other insurance policies to protect the University where required;
- 5.25. To insure Members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);
- 5.26. To enter into contracts to provide services to or on behalf of other bodies;
- 5.27. To do anything else within the law which promotes or helps to promote the Objects.

6. COMPANY MEMBERS' LIABILITY

- 6.1. The liability of the Company Members is limited as set out in these Articles.
- 6.2. Every Company Member undertakes to contribute such amount as may be required (not exceeding £1) to the University's assets if it should be 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 University's debts and liabilities before he or she ceases to be a Company Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributions among themselves.

7. BENEFITS TO COMPANY MEMBERS AND MEMBERS OF THE UNIVERSITY COUNCIL

- 7.1. The property and funds of the University must be used only for promoting the Objects and do not belong to the Company Members, but a Company Member:
 - (a) may receive salaries or other emoluments as Vice-Chancellor or as a member of Staff;
 - (b) may receive scholarships, grants or other awards as a Student;
 - (c) may be paid interest at a reasonable rate on money lent to the University;
 - (d) may be paid a reasonable rent or hiring fee for property let or hired to the University.
- 7.2. A Member of the University Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the University except:
 - (a) as mentioned in Articles 7.1(a) to (d) inclusive;
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in acting as a Member;

- (c) in accordance with Article 5.25 and Article 28, an indemnity (or the payment of indemnity insurance premiums) in respect of liabilities properly incurred in acting as a Member, including the costs of a successful defence to criminal or civil proceedings;
 - (d) payment to any company in which a Member has no more than a 1 per cent shareholding; and
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 7.3. Any Member of the University Council (or any firm or company of which a Member is a member or employee) may enter into a contract with the University to supply goods or services in return for a payment or other material benefit but only if:
- (a) the goods or services are actually required by the University;
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 7.4; and
 - (c) no more than one half of the Members are subject to such a contract in any financial year.
- 7.4. Whenever a Member has a personal interest in a matter to be discussed at a meeting of the University Council or a Committee of the University Council the Member concerned must:
- (a) declare an interest at or before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
- provided always that Articles 7.4(b) to (d) shall not prevent a Member from taking part in a decision relating to indemnity insurance for Members in accordance with Article 7.2(c), or payment of reasonable out-of-pocket expenses under Article 7.2(b).
- 7.5. This Article may not be amended without the prior written consent of the Charity Commission.

8. DISSOLUTION

- 8.1. If upon winding up or dissolution of the University there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the provisions of Article 8.2 shall apply.

- 8.2. With the consent and approbation of The National Society (Church of England and Church of Wales) for the Promotion of Education the Members shall apply the property in promoting the education of the poor in the principles of the Established Church within the Diocese of Lincoln in the following order of priority:

- (a) firstly, for poor children from within the Diocese of Lincoln
- (b) secondly, for poor adults from within the Diocese of Lincoln

in such manner as they see fit and is and so far as effect cannot be given to such provision then to some other charitable objects.

9. GENERAL MEETINGS

- 9.1. The University may (but need not) hold a general meeting as an annual general meeting in any year.

- 9.2. The Members of the University Council may call a general meeting at any time.

Notice of General Meetings

- 9.3. All general meetings shall be called on at least 14 clear days' written notice.
- 9.4. Where a general meeting is called to consider a special resolution falling within Article 29.2, at least 21 clear days' written notice of the meeting must be given.
- 9.5. A general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the Company Members entitled to attend and vote; or
 - (b) in the case of any other general meeting, by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 9.6. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted, together with a prominent statement of the Company Member's right to appoint a proxy that complies with the requirements of the Companies Acts. If the meeting is to be an annual general meeting, the notice must say so.
- 9.7. The notice shall be given to all the Company Members and to the Members of the University Council and the auditors.
- 9.8. 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.

Procedure at General Meetings

- 9.9. There is a quorum at a general meeting if the number of Company Members present in person or by proxy is at least eight, of whom at least five shall not be members of the University's Staff or Student body. 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 University Council may determine. The University Council must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting. 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 in person or by proxy at that time shall constitute the quorum for that meeting.
- 9.10. That Chair or 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.
- 9.11. Except where otherwise provided by these Articles or the Companies Acts, every issue will be decided by a majority of the votes cast. Subject to Article 9.14, every Company Member present at a general meeting in person or by proxy has one vote on each issue.
- 9.12. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded personally by the chair of the meeting or by at least five Company Members. The declaration by the chair of the meeting of the result of a vote shall be conclusive unless a poll is demanded. The demand for a poll may be withdrawn.
- 9.13. Subject to the provisions of these Articles, if a poll is demanded in the manner referred to in Article 9.12, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 9.14. In the case of an equality of votes whether on a show of hands or a poll, the chair of the meeting shall have a second or casting vote.
- 9.15. The Company Members present in person or by proxy at a general meeting 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 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 stating the date, time and place of the meeting.
- 9.16. A written resolution signed by all those entitled to vote at a general meeting 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).

Instrument of Government

10. Articles 11 to 15 provide for the constitution of the University Council.

11. MEMBERSHIP OF THE UNIVERSITY COUNCIL

11.1. The University Council shall consist of sixteen to twenty-three competent persons (the majority of whom shall not be members of Staff or Students of the University) being:

- (a) The Bishop;
- (b) The Vice-Chancellor;
- (c) Four persons appointed by the Bishop's Council of Diocesan Trustees, or any successor body, after consideration of the skills required by the University Council;
- (d) One member of the academic Staff of the University elected by the academic Staff in accordance with rules established from time to time by the University Council;
- (e) One member of the support Staff of the University elected by the support Staff in accordance with rules established from time to time by the University Council;
- (f) Two representatives of the Students elected by the Students in accordance with rules established from time to time by the University Council; and
- (g) Five to thirteen Members appointed by the University Council in accordance with rules made by the University Council.

11.2. The Bishop may by notice in writing to the Council appoint a representative to act as alternate director in his or her absence from meetings of the Council. The alternate director is:

- (a) deemed for all purposes to be a director;
- (b) liable for his or her own acts and omissions;
- (c) subject to the same restrictions as the Bishop; and
- (d) not deemed to be an agent of or for the Bishop

and in particular (without limitation) shall be entitled to receive notice of all meetings of the Council and of all meetings or committees of the Council of which the Bishop is a member.

- 11.3. The representative's appointment as an alternate director will terminate:
- (a) when the Bishop revokes the appointment by notice in writing to the Council specifying when it is to terminate; or
 - (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the Bishop, would result in the termination of the Bishop's appointment as a member of the Council.
- 11.4. A person (other than a person appointed in accordance with Article 11.1(b), (d), (e) or (f)) who is:
- (a) employed at the University; or
 - (b) a full-time Student at the University
- is not eligible for appointment as a Member of the University Council.
- 11.5. For the purposes of this Article, a person who is not for the time being enrolled as a Student at the University shall be treated as such a Student during any period when he or she has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him or her in the Students' Union at the University.
- 11.6. In appointing Members to the University Council in accordance with Article 11.1(g), the University Council shall take proper account of the potential Member's experience of or capacity in industrial, commercial, academic or employment matters or in the practice of any profession. Such requirements will be clearly expressed in a role description for the role.
- 11.7. All Members shall be under a duty to act in good faith in the interests of the University and in accordance with the trusts and governance under which it is constituted, provided that pursuance of the charitable objective of the University is not to be taken as being in conflict with this duty.
- 11.8. No person shall be entitled to act as a Member until he or she has signed a declaration of willingness to administer the University in accordance with these Articles.

12. TENURE OF OFFICE OF MEMBERS

- 12.1. Except as provided in Articles 12.2, 12.3 or 12.4, each Member of the University Council shall hold office for an initial term of four years or such shorter period as the University Council may determine, and thereafter shall be eligible for re-appointment, except that no Member shall normally serve for more than two consecutive terms except where subsequently undertaking a new and more senior role. Nothing in this Article shall debar a former Member from appointment to the University Council if a vacancy occurs in future years.
- 12.2. The Chair of the University Council as appointed in accordance with Article 13.1 shall hold office for an initial term of three years and thereafter shall be eligible for re-appointment for one further term. If the appointed Chair is already a Member of the University Council, the initial term of office under this Article starts from the date of appointment as Chair.

- 12.3. The Bishop shall hold office as a Member throughout his tenure of the See. The Vice-Chancellor shall hold office as a Member so long as he or she is the Vice-Chancellor.
- 12.4. The elected Staff Members and the elected Student Members shall hold office in accordance with rules established from time to time by the University Council. Where a Staff Member or Student Member ceases to be a member of Staff or a Student of the University his or her appointment as a Member shall terminate forthwith and the office shall become vacant.
- 12.5. A Member shall cease to be a Member and the office shall thereupon become vacant if he or she:
- (a) has been absent from meetings of the University Council for a period longer than twelve consecutive months except for a reason approved by the University Council;
 - (b) is judged by the University Council to be unable or unfit to discharge the functions of a Member;
 - (c) is disqualified from acting by virtue of section 178 of the Charities Act;
 - (d) is the subject of a disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as a director or trustee of a charity.
- 12.6. A Member may at any time by notice in writing to the Secretary resign his or her office, which will thereupon become vacant from the date of receipt of the notice or date of his or her resignation specified therein whichever shall be the later.

13. OFFICERS

- 13.1. The University Council shall appoint a Chair (who shall not be a member of Staff or a Student) in accordance with rules established from time to time by the University Council and shall, at their first meeting in each academic year, elect a Vice-Chair from among themselves who shall be eligible for re-election.
- 13.2. If at any meeting neither the Chair nor the Vice-Chair are present within ten minutes after the time appointed for holding the same or there is no Chair nor Vice-Chair, the Members present shall choose one of their number except for a Staff Member or a Student Member to be chair of the meeting.

14. APPOINTMENT OF SECRETARY TO THE UNIVERSITY COUNCIL

- 14.1. The University Council shall appoint a person to act as their Secretary. The Secretary is not a Member of the University Council but attends meetings of the University Council and its Committees with full speaking rights.
- 14.2. The Secretary shall also act as company secretary.

15. MEETINGS OF THE UNIVERSITY COUNCIL

- 15.1. Detailed procedures for the conduct of meetings of the University Council and its Committees shall be set out in rules made by the University Council.
- 15.2. There shall be a quorum when eight Members, of whom at least five shall not be members of the University's Staff or Student body, are present at a meeting of the University Council. In the event that the meeting is inquorate the Members shall defer all decisions to the next meeting. No decision shall be deferred more than once under this provision.
- 15.3. The proceedings of the University Council shall not be invalidated by a vacancy in the membership of the University Council or by a defect in the appointment, nomination, election or qualification of a Member.
- 15.4. Members shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 15.5. Members may not appoint proxies from among the other Members to vote in their place.
- 15.6. A written resolution signed by all those entitled to vote at a meeting of the University Council is as valid as a resolution actually passed at a 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).
- 15.7. A Member entitled to attend and vote at a meeting of the University Council or a committee of the University Council may, at the discretion of the person chairing the meeting, participate by means of video-conferencing, telephone conferencing or other similar facilities, provided it is possible for every person present at the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.
- 15.8. The University Council shall determine any expenses to be paid to Members.
- 15.9. The University shall maintain a register of interests of Members and Holders of Senior Posts.
- 15.10. A Member who has any pecuniary, family or personal interest in a matter to be discussed at a meeting of the University Council or a Committee of the University Council must withdraw from the meeting in accordance with Article 7.4.

Articles of Government

16. Articles 17 to 29 provide for the conduct of the University.

17. CONDUCT OF THE UNIVERSITY

- 17.1. The University shall be conducted in accordance with the provisions of the Companies Acts (except that no regulations set out in any schedule to, or contained in any order, regulation or other subordinate legislation made under any statute concerning companies shall apply as regulations or articles of the University), the Charities Act, the Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the OfS, and subject thereto, in accordance with the provisions of these Articles and any rules made under these Articles. Subject to the foregoing, the affairs of the University shall be conducted by the University Council who may exercise all such powers of the University as are not by the Companies Acts or by these Articles required to be exercised by the University in general meeting.

18. RESPONSIBILITIES OF THE UNIVERSITY COUNCIL, THE CHANCELLOR, THE VICE-CHANCELLOR AND THE SENATE

The University Council

- 18.1. The University Council shall be responsible for:
- (a) preserving and developing the character of the institution as a Church of England University;
 - (b) the determination of the educational character and mission of the University and for oversight of its activities;
 - (c) the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
 - (d) approving annual estimates of income and expenditure;
 - (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor;
 - (f) following consultation with the Vice-Chancellor, the appointment, grading, suspension, dismissal and for setting a framework for the pay and conditions of service of the Holders of Senior Posts;
 - (g) setting a framework for and approving the form of the contract of employment of all other staff;
 - (h) monitoring the University's corporate and academic governance, partnerships, quality and data processes, and policies and procedures, using external benchmarks as necessary;
 - (i) monitoring any subsidiary company of the University;
 - (j) regularly reviewing the continuing appropriateness, complementarity and development of the Members' skill sets; the skills matrix of the University Council; and the effectiveness of Committees and the University Council as a whole, also paying attention to succession planning; and
 - (k) promoting equality and diversity amongst the membership of the University Council and across the whole University

- 18.2. In the exercise of its powers the University Council shall have due regard to the public interest principles applicable to the University under the terms of its registration as a higher education provider with the OfS.
- 18.3. Members shall conduct themselves in such a manner that will not prejudice or undermine the ethos and character of the institution as a Church of England foundation, whilst upholding the principles of academic freedom.

The Chancellor

- 18.4. The University shall appoint a Chancellor. The role of the Chancellor is to be an honorary, ambassadorial, ceremonial figurehead at public events, promoting and encouraging all aspects of the University's mission.
- 18.5. The procedure for the appointment of and the duties of the Chancellor shall be set out in rules made by the University Council.

The Vice-Chancellor

- 18.6. The University shall appoint a Vice-Chancellor. The Vice-Chancellor shall be invited by the University Council to preserve and develop the character of the University deriving from the Church of England foundation. Subject to the responsibilities of the University Council, the Vice-Chancellor shall be the Chief Executive of the University and shall be responsible for:
- (a) together with the University Council, preserving and developing the character of the University as a Church of England foundation;
 - (b) ensuring that the belief and worship of the Church of England shall have a significant part in the life of the University;
 - (c) making proposals to the University Council about the educational character and mission of the University, and for implementing the decisions of the University Council;
 - (d) the organisation, direction and management of the University and leadership of the Staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination (within the framework set by the University Council) of the pay and conditions of service of staff other than the Holders of Senior Posts;
 - (f) preparing recommendations for the consideration by the University Council for the appointment, grading, suspension, dismissal and the determination of the pay and conditions of the Holders of Senior Posts;
 - (g) the assignment and appraisal of the Holders of Senior Posts subject to the approval of the University Council or any Committee formed by the University Council for that purpose;
 - (h) the determination, after consultation with the Senate and in accordance with the policies of the University Council, of the University's academic activities, and for the determination of its other activities;

- (i) preparing annual estimates of income and expenditure, for consideration by the University Council, and for the management of budget and resources, within the estimates approved by the University Council; and
- (j) the maintenance of student discipline.

The Senate

- 18.7. The Senate shall consist of no more than thirty members, comprising the Vice-Chancellor (who shall be chair) and such other numbers of Staff and Students as may from time to time be approved by the University Council. The Vice-Chancellor may nominate a deputy chair from among the members of the Senate to take the chair in his or her place.
- 18.8. The composition of the Senate, the period of appointment of members, the selection or election arrangements and the procedures of the Senate shall be set out in rules made by the University Council.
- 18.9. Subject to the provisions of these Articles, to the overall responsibility of the University Council, and to the responsibilities of the Vice-Chancellor, the Senate shall be responsible:
 - (a) for 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 maintenance of the quality of and procedures for the award of qualifications and the conferment of academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
 - (b) for 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 University Council thereon; and
 - (c) for advising of such other matters as the University Council or the Vice-Chancellor may refer to the Senate.
- 18.10. The Senate may establish such committees as it considers necessary to enable it to carry out its responsibilities. 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 Senate.
- 18.11. Each term, the Senate shall submit a written report to the University Council on its activities.

19. DELEGATION OF FUNCTIONS AND COMMITTEES

The University Council

- 19.1. The University Council may establish Committees for any purpose or function (other than those specifically assigned elsewhere in these Articles) and may, subject to Article 19.2, delegate powers to such Committees or to the Chair or to the Vice-Chancellor. All acts and proceedings of a Committee shall be fully reported to the Members at the next convenient meeting of the University Council.

- 19.2. The University Council shall not, however, delegate the following:
- (a) the pursuit of the charitable object and the determination of the educational character and mission of the University;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) ensuring the solvency of the University and the safeguarding of its assets;
 - (d) the process of appointment or dismissal of the Vice-Chancellor;
 - (e) the recommendation to the University in general meeting for the varying or revoking of these Articles.
- 19.3. The membership of Committees (which may include persons who are not Members) and their terms of reference shall be set out in in rules made by the University Council.
- 19.4. The University Council shall establish an Audit Committee which shall advise the University Council about reports from internal and external auditors, risk management, and related matters. The Vice-Chancellor and Chair shall be ineligible to serve on the Audit Committee.

The Vice-Chancellor

- 19.5. The Vice-Chancellor may delegate to the Holder of a Senior Post any of his or her functions, other than accountability for the University's budget and resources.

20. APPOINTMENT AND PROMOTION OF STAFF

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

21. CONDUCT OF STAFF, ACADEMIC FREEDOM AND FREEDOM OF SPEECH

- 21.1. After consultation with the Staff, the University Council shall make rules relating to the conduct of the Staff.
- 21.2. In making rules under Article 21.1, the University Council shall 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.
- 21.3. The University Council shall take such steps that, having particular regard to the importance of freedom of speech, are reasonably practicable to ensure that freedom of speech within the law is secured for members of the University, its staff and students and for visiting speakers, and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

- 21.4. The University Council shall approve and regularly review a code of practice setting out its values relating to freedom of speech and how those values uphold freedom of speech, and the procedures to be followed by students, staff and the Students' Union with respect to meetings and other activities held on the premises of the University (including those occupied by the Students' Union), and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

22. SUSPENSION, DISCIPLINE AND DISMISSAL OF STAFF

- 22.1. Following consultation with the Staff and any relevant Staff organisation the University Council shall put in place rules relating to the suspension, discipline and dismissal of Staff.

23. STAFF GRIEVANCE PROCEDURES

- 23.1. After consultation with the Staff, the University Council shall make rules specifying procedures according to which Staff may seek redress of any grievances relating to their employment.

24. STUDENTS

- 24.1. The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the University Council and shall present audited accounts annually to the University Council. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the University Council.
- 24.2. The University Council, after consultation with the Senate and representatives of the Students, shall make rules with respect to the Students, including procedures for suspension and expulsion.
- 24.3. In exercise of their responsibilities under Article 18.9, the Senate, after consultation with the University Council and representatives of the Students, shall determine procedures for the expulsion of a Student for an unsatisfactory standard of work or other academic reasons.
- 24.4. The University Council shall make arrangements whereby matters of proper concern to the Students of the University may be submitted by the Students' Union to the University Council, the Senate or the Vice-Chancellor as may be appropriate.

25. POSTS SUBJECT TO AN OCCUPATIONAL REQUIREMENT

- 25.1. The University shall employ a full-time University Chaplain who shall be an ordained priest of the Church of England and who shall ensure that the University provides facilities for religious worship.

26. FINANCIAL PROCEDURES

- 26.1. The University Council shall determine the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments paid or made by the relevant higher education funding bodies).
- 26.2. In accordance with the Education Acts, the Companies Acts, the Charities Act and the requirements of the relevant higher education regulatory and funding bodies the Members shall:
- (a) keep accounts and records and appoint auditors;
 - (b) submit returns, reports and statements of account to the Registrar of Companies; and
 - (c) keep proper records of meetings of the Company Members, the University Council and committees of the University Council.
- 26.3. The University Council may receive and hold any additional donations or endowments for the general purposes of the University and may also receive and hold donations or endowments for any special objects connected with the University not inconsistent with or calculated to impede the due workings of these Articles.

27. RULES AND BYELAWS

- 27.1. The University Council shall have power to make rules concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules shall be subject to the provisions of these Articles.

28. INDEMNITY

- 28.1. The University may indemnify every Member or other officer of the University against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Member or in which the Member is acquitted or in connection with any application in which relief is granted to the Member by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the University.

29. AMENDMENT OF ARTICLES OF ASSOCIATION

- 29.1. Subject to Articles 29.2 and 29.3, these Articles of Association may be amended or replaced from time to time by a special resolution of the Company Members.
- 29.2. If an amendment to any of Articles 2.1, 2.2, 4, 8.2, 11.1, 12.3, 18.1, 18.3, 18.6, 25 or 29.2 is proposed, the resolution of the Company Members under Article 29.1 shall require approval by at least 80% of the Company Members present and voting.
- 29.3. No regulated alteration (as defined in the Charities Act) shall be made to these Articles without the prior written consent of the Charity Commission.