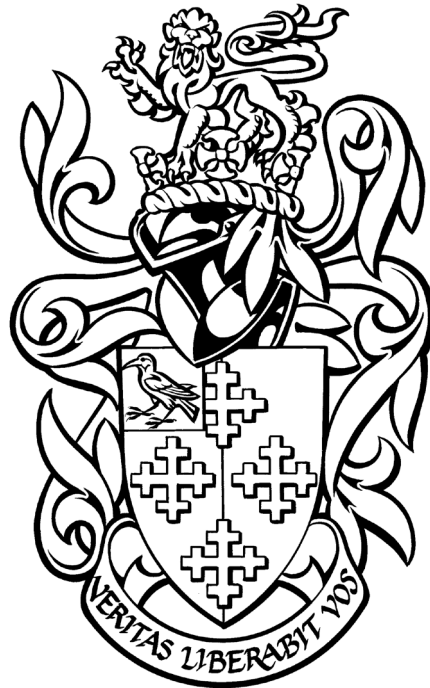


Company Number: 04793659  
Charity Number: 1098136

## CANTERBURY CHRIST CHURCH UNIVERSITY



### ARTICLES OF ASSOCIATION

Incorporating the

### INSTRUMENT AND ARTICLES OF GOVERNMENT

23 September 2021

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## ARTICLES OF ASSOCIATION OF CANTERBURY CHRIST CHURCH UNIVERSITY INCORPORATING THE INSTRUMENT AND ARTICLES OF GOVERNMENT

### INTERPRETATION

1 In these Articles, unless the context otherwise requires, the following expressions shall have the meanings respectively ascribed to them:

'the Act' means the Companies Act 2006

'Academic Board' means the academic board set up under Article 81

'the Auditors' means the auditors of the University

'Charity Commission' means the Charity Commission for England and Wales, or any other organisation that is the regulator for Charities in England and Wales from time to time

'the Clerk' means the Clerk to the University and to the Governing Body who shall also act as secretary to the Company

'the Company' means the above-named company with registered company number 4793659

'Company Member' means a member of the Company

'the Corporation' means the Archbishops' Council of the Church of England

'Deputy Pro-Chancellor' means the Deputy Pro-Chancellor (Deputy Chair of the Governing Body) elected in accordance with Article 44

'electronic form' has the meaning given in section 1168 of the Act

'the Governing Body' means the Governing Body of the University

'Governor' means a member of the Governing Body

'Holders of Senior Posts' means the Vice Chancellor and Principal, the Clerk, and the holders of such other senior posts as the Governing Body may from time to time determine and "Holder of a Senior Post" shall be construed accordingly

'Independent Governors' means independent Governors who are neither Staff nor Students

'Member of the Church of England' means those who are baptised members of the Church of England, or of another Province of the world-wide Anglican Communion

'Nominative Governors' means those Governors nominated in accordance with Article 38.1

'Practising Christian' means *a member of a church that is designated under the Ecumenical Relations Measure 2018, nationally by the Archbishops of Canterbury and York, or locally by the diocesan bishop; or which is a member of Churches Together in*

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*England; or affiliated to the Evangelical Alliance; or a partner Church of Affinity. This also includes international members of these churches*

'Pro-Chancellor' means the Pro-Chancellor (Chair of the Governing Body) of the University elected in accordance with Article 44

'the Seal' means the common seal of the University

'Senior Independent Governor' has the meaning ascribed to it in Article 47

'Special Committee' any special committee of the Governing Body established in accordance with Articles 51 and 52

'Special Appeal Committee' means a special appeal committee established in accordance with Articles

'Staff' means all staff of the University

'Staff Governor' means a Governor who is a member of the Staff

'Student' means a registered member of the student body of the University

'Student Governor' means a Governor being the properly elected president of the Students Union ex-officio

'Students Union' means the association of the generality of Students formed to further the educational, social or welfare purposes of the University and the interests of the Students as students

'the University' means the educational unit known as Canterbury Christ Church University (being the Company)

'Vice Chancellor and Principal' means the Vice Chancellor and Principal of the University, appointed in accordance with Article 84

2 In these articles of association a reference to an Article shall be to an article hereof, the singular number shall, unless the context otherwise requires, include the plural and vice-versa and the headings are inserted for convenience only and shall not affect the construction of these Articles. A corporate member shall be deemed to be personally present at any meeting at which its representative is present. Words importing persons shall include corporations.

3 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

4 No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies (including the regulations in the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as at the date of adoption of these articles) shall apply as the articles of the Company.

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## THE COMPANY

5 The name of the Company is '*CANTERBURY CHRIST CHURCH UNIVERSITY*'. Its registered office is situated in England.

## OBJECTS

6 The objects for which the Company is established are the advancement of education learning and research for the benefit of the public including in particular and without prejudice to the generality of the foregoing the conduct and development of the University known as Canterbury Christ Church University for higher or further education.

## POWERS

7 In furtherance of the objects but not further or otherwise the Company shall have power:

7.1 to admit students and provide educational, teaching, learning, training, advice and research facilities;

7.2 to grant degrees, joint degrees, dual degrees, diplomas, certificates, or other awards as the Company thinks fit;

7.3 to establish relationships with other providers or bodies to enable the recognition of courses leading to awards or credits of the Company;

7.4 to enter into any agreements or arrangements with other providers or bodies as the Company thinks fit;

7.5 to provide accommodation and related student facilities;

7.6 to acquire by gift or purchase, take on lease or otherwise acquire and hold real and personal property, rights or privileges, and to apply both capital and income thereof and the proceeds of the sale or mortgage thereof for the purposes aforesaid, and to demolish, build, alter or enlarge, maintain, furnish and endow any buildings or premises for the purposes aforesaid;

7.7 to accept property, real or personal, upon any trusts connected with the purposes aforesaid, and to act solely or jointly as trustee of any funds the income of which is for the time being applicable for the purposes aforesaid; and to exercise all powers conferred by any such trust and to retire from any such trust, and make all such applications to the court and take all such proceedings and opinions as they may be advised;

7.8 to exercise any power which may be entrusted to the Company of appointing inspectors, examiners or other officials of any charitable college or society similar to the Company, and to take over, manage or continue, either with or without modification, and either wholly or partially, the work or business of any such college or society, and to join

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or assist in the work or business of or to amalgamate any branch of the Company's work with the work or business of any such company or society;

7.9 to solicit, collect, receive and administer money and funds for any of the purposes aforesaid, and to issue appeals and advertisements for money and assistance, and to collect, publish and circulate statistics and other information;

7.10 to pay out of the funds of the Company or out of any particular part of such funds all expenses of and incidental to the formation and management of the Company, or of administering any trust confided to the Company and connected with its objects, or otherwise carrying out any of the objects herein specified, including the payment of salaries, pensions or emoluments of persons employed;

7.11 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company, with a view to the promotion of its objects;

7.12 to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;

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

7.14 to place any moneys of the Company not immediately required for its purposes on deposit with a bank approved by the Governing Body;

7.15 to make any charitable donations either in cash or assets for the furtherance of the objects of the Company;

7.16 to establish and support any charitable association or body, and to subscribe or guarantee money for charitable purposes deemed to further the objects of the Company;

7.17 to employ, engage, pay or provide such staff whose services may be deemed expedient in order to carry out or promote all or any of the objects aforesaid, including the payment of salaries, emoluments and pensions and superannuation to such staff and their dependants;

7.18 subject to any approval or consent as may be required by law to establish trading companies in support of the objects of the Company, either solely or in partnership with other persons;

7.19 to subscribe for, purchase or otherwise acquire, take, hold, or sell controlling and other interests in the share or loan capital of any company or companies (including but not limited to any company engaged in property management) and to provide financial, accounting, secretarial, managerial and administrative advice, services and assistance for any company in which the Company is interested; and

7.20 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them, provided that:

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7.21 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

7.22 the objects of the Company shall not extend to the regulation or relations between Workers and Employers or organisations of Workers and Organisations of Employers; and

7.23 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commission the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commission over such Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

It is hereby declared that the powers set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other power or powers set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company.

## **APPLICATION OF INCOME AND PROPERTY**

8 The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company and no member of its Governing Body shall (except as hereinafter expressly mentioned) be appointed to any office of the Company paid by salary or fees or receive any remuneration or benefit in money or monies worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

8.1 of all usual and proper emoluments (including free board and lodging) to which the Vice Chancellor and Principal and up to three other members of the staff of the Canterbury Christ Church University for the time being appointed to serve on the Company's Governing Body in accordance with the Articles of Association shall as such members of the University staff be entitled;

8.2 to a Student Governor of the Company's Governing Body of any scholarship or award payable out of the funds of the Company;

8.3 of reasonable and proper remuneration to any other member, Officer or Servant of the Company (not being a member of its Governing Body) for any services rendered to the Company;

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8.4 of interest on money lent by any member of the Company or of its Governing Body at a rate per annum not exceeding 2% more than the base rate for the time being prescribed by the Company's bankers or 3% whichever is the greater;

8.5 of reasonable and proper rent for premises demised or let by any member of the Company or of its Governing Body;

8.6 of fees remuneration or other benefit in money or money's worth to any company of which a member of the Company's Governing Body may also be a member holding not more than 1/100th part of the capital;

8.7 to any member of its Governing Body of out-of-pocket expenses; and

8.8 the payment of any premium in respect of any indemnity insurance to cover the liability of the members of the Governing Body (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company; provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Governing Body (or any of them) knew to be a breach of trust or breach of duty or which was committed by the members of the Governing Body (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

## **AMENDING THE ARTICLES**

9 No addition, alteration, or amendment to or in the provisions of the Articles of Association for the time being in force shall take effect unless the same shall have been approved in writing, prior to any resolution to amend, by the Charity Commission to the extent (if any) required under the Charities Act 2011.

## **LIMITED LIABILITY**

10 The liability of the members is limited to a sum not exceeding £1.00. MEMBERS

11 The maximum number of Company Members shall be nineteen. The Corporation and the Governors from time to time shall be the only Company Members. A Governor shall become a Member on becoming a Governor. Membership is not transferable. A Member shall cease to be a Member if they: (a) cease to be a Director; or (b) die. The Company shall maintain a register of Members and any person ceasing to be a Member shall be removed from it.

12 Every person who is entitled or has been admitted to membership of the Company shall either give his written consent to act as Company Member before or sign the register of Company Members on becoming a Company Member.

13 A vote given or poll demanded by the duly authorised representative of the Corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the

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case of the poll taken otherwise than on the same day of the meeting or adjourned meeting) the time appointed for taking the poll.

14 A Company Member may withdraw from the Company by giving one month's notice in writing to the Clerk of their intention so to do and upon the expiration of such notice they shall cease to be a Company Member.

15 The Governing Body may at any time by notice in writing, served as hereinafter provided, require a Company Member who is an individual to withdraw from the Company and the Company Member so required to withdraw shall at the expiration of one month from such notice being given cease to be a Company Member provided that no such notice shall be served unless a reasonable opportunity has been given to the Company Member concerned to speak on their own behalf at the meeting of the Governing Body at which their withdrawal is considered. In addition, Company Membership is terminated if the Company Member dies or, if it is an organisation, it ceases to exist.

16 Where an individual ceases to be a Company Member they shall also cease to be a Governor (and for the avoidance of doubt "individual" in this Article does not include the Corporation).

## **GENERAL MEETINGS**

17 The Company may hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Governing Body and shall specify the meeting as such in the notice calling it.

18 All general meetings other than annual general meetings shall be called general meetings.

19 The Governing Body may whenever it thinks fit, or any four Company Members may, and on their request the Clerk shall at any time, convene a general meeting of the Company. All general meetings of the Company shall be governed by Articles 20 to 36.

20 At least fourteen days' notice in writing of every annual general meeting and of every general meeting convened (inclusive in each case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business, shall be given in accordance with Articles 35 and 36 to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notice from the Company; but with the consent of all Company Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than annual general meetings a meeting may be convened by such notice as those Company Members may think fit.

21 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings of or any resolution at any such meeting.

22 All business shall be deemed special that is transacted at a general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the



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exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Governing Body and of the Auditors, the registration of members of the Governing Body in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

23 No business shall be transacted at any general meeting or annual general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall exist when there are present eight Company Members of whom no less than four shall be Nominative Governors or co-opted Church of England Governors appointed in accordance with Article 38.1. Where the business includes any resolution to which Article 124 applies, then the quorum must also include the duly authorised representative of the Archbishops' Council of the Church of England appointed in accordance with Article 13 hereof.

24 If within half an hour from the time appointed for the holding of a general meeting or annual general meeting a quorum is not present, the meeting, if convened on the requisition of Company Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time or place as the Chair may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Company Members present shall be a quorum.

25 The Pro-Chancellor or failing the Pro-Chancellor, one of the Deputy Pro-Chancellors shall preside as Chair at every general meeting and annual general meeting, but if there is no Pro-Chancellor or Deputy Pro-Chancellor or if at any meeting neither Pro-Chancellor or either of the Deputy Pro-Chancellors is present within fifteen minutes after the time appointed for holding the same, or if present is unwilling to preside, the Company Members present shall choose a Chair from amongst the Members present.

26 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting. Save as aforesaid, the Company Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

## **VOTES OF COMPANY MEMBERS**

27 At any general meeting or annual general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

28 Save in relation to matters covered by Articles 123 and 124, in the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

29 Every Company Member shall have one vote.

30 If a Company Member has any financial interest, direct or indirect in any contract or proposed contract, or in any property to be held or used for the purposes of the University, or in any other matter, he shall at the meeting disclose the fact and shall, if requested to do so by the Chair of the meeting or a majority of the Governors present at

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the meeting, withdraw from that meeting while such contract, property or matter is considered. Such Company Member shall not take part in the discussion of and shall not vote on such contract, property or other matter in which he has disclosed such interest.

31 Any interest of a Company Member referred to in Article 30 above shall not prevent the Governors present at the meeting or a majority of the Governors present at the meeting, considering and voting upon proposals for the Company to insure the Governors against liabilities incurred by them arising out of their office or the Company obtaining such insurance and paying the premiums for such insurance.

32 Poll votes

32.1 A poll on a resolution may be demanded:

32.1.1 in advance of the general meeting or annual general meeting where it is to be put to the vote; or

32.1.2 at a general meeting or annual general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

32.2 A poll may be demanded by:

32.2.1 the Chair;

32.2.2 the Governors;

32.2.3 two or more persons having the right to vote on the resolution; or

32.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Company Members having the right to vote on the resolution.

32.3 A demand for a poll may be withdrawn if:

32.3.1 the poll has not yet been taken, and

32.3.2 the Chair consents to the withdrawal.

32.4 Polls must be taken immediately and in such manner as the Chair directs.

33 The arrangements relating to the appointment of proxies by Company Members will be set out in rules/bye-laws adopted by the Governing Body in accordance with Article 120 from time to time.

34 The Company Members can pass resolutions as written resolutions in accordance with the provisions of Part 13 Chapter 2 of the Act.

## NOTICES

35 A notice may be served by the Company on any Company Member either personally, by sending it through the post in a prepaid letter, addressed to the Company Member at their registered address as appearing in the register of members or in any other way in which the Act provides for documents or information to be sent or supplied by the Company.

36 Any notice, if served by post shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

37 Articles 38 to 74 hereof constituting a Governing Body for the government of the University and the Company, shall comprise the Instrument of Government of the University.

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## THE GOVERNING BODY

### Governors

38 The Governing Body shall consist of majority of Independent Governors and, when complete, normally consist of not fewer than 18 (not less than 10 of whom shall each be a Member of the Church of England and at least eight of whom shall have experience of, and have shown capacity in, industrial, commercial or employment matters or in the practice of any profession) including the following:

38.1 Four Nominative Governors being each a Members of the Church of England of whom:

- (i) one shall be appointed by the Archbishop of Canterbury;
- (ii) one shall be appointed by the Diocesan Boards of Education of Canterbury and Rochester dioceses acting jointly
- (iii) one shall be appointed by the Corporation; and
- (iv) one shall be the Bishop of Dover or the nominee of the Bishop of Dover,

38.2 one shall be the Vice Chancellor and Principal;

38.3 Three Staff Governors: in accordance with arrangements approved by the Governing Body the three being respectively i) a member of the Academic Board nominated by that Academic Board; ii) a member of the academic staff of the University; and iii) a member of staff of Professional Services Departments of the University ;

38.4 One Student Governor nominated annually by the students of the University, being the properly elected President of the Students Union, Ex-officio. If a Student Governor shall for any reason cease to be a registered student, then from the date of such cessation as a registered student they shall cease to be a member of the Governing Body; and

38.5 Not more than nine co-opted Governors, at least six of whom shall each be a Member of the Church of England appointed by the Governing Body following a process and policy of appointment of co-opted Governors periodically approved by it. Co-options shall be reflective of the requirement to ensure that different University, County and Regional interests are reflected in the membership of the Governing Body.

39 The validity of the proceedings of the Governing Body shall not be affected by a vacancy in the membership or a defect in the appointment or nomination of any Governor.

40 The Governors other than the Student Governor shall be appointed for a period of four years.

41 The Student Governor shall be appointed for a period of one year, commencing on the 1st day of July.

42 No officer, employee or Student of the University may be appointed to the Governing Body except in the capacity of Vice Chancellor and Principal, Staff Governor or Student Governor as the case may be.

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43 A Governor, including a Staff Governor, shall not serve for more than two terms of four years, save that in the case of a Governor elected to serve as Pro-Chancellor or Deputy Pro-Chancellor, the term of service shall be deemed to commence on the first day on which such office was first taken up. The term of office of a Governor elected to serve as Pro-Chancellor or Deputy Pro-Chancellor shall be deemed to end upon ten years from the date of their first appointment to the Governing Body.

Pro-Chancellor (Chair of the Governing Body) and Deputy Pro-Chancellors (Deputy Chairs of the Governing Body)

44 A Pro-Chancellor and up to two Deputy Pro-Chancellors shall be elected by the Governing Body from among its members, provided that neither the Vice Chancellor and Principal or any Staff Governor or the Student Governor shall be Pro-Chancellor or Deputy Pro-Chancellor. The Pro-Chancellor and Deputy Pro-Chancellors shall undertake the distinct and separate roles of Chair and Deputy Chairs of the Governing Body.

45 The Pro-Chancellor and Deputy Pro-Chancellors shall be elected for a term of four years. The Pro-Chancellor and Deputy Pro-Chancellors shall be eligible for re-election, subject to Article 43.

46 If the Pro-Chancellor is absent from any meeting, the Governors present shall, before any other business is transacted, choose one of the two Deputy Pro-Chancellors or, if they are both absent, another of the Governors (not being the Vice Chancellor and Principal or any Staff Governor or the Student Governor) to preside at that meeting.

47 The Governing Body shall appoint one of the Independent Governors to be a Senior Independent Governor to perform the duties ascribed to it by the Governing Body.

### **Disqualification of Governors**

48 A Governor shall vacate their office:

48.1 if they are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of these provisions);

48.2 if they fail to satisfy a demand under section 268 of the Insolvency Act 1986, or enters into dealings with a view to avoiding or in expectation of insolvency, or stops or threatens to stop payments generally, or a receiver is appointed over or an incumbrancer takes possession of or exercises any power of sale in relation to all or any of their property, or a bankruptcy petition is presented, or an application for an interim order under Part VIII of the Insolvency Act is made by or against them;

48.3 if they become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

48.4 if a disqualification order is made against them under the Company Directors Disqualification Act 1986;

48.5 if they are removed from office by a resolution duly passed pursuant to section 168 of the Act;

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48.6 if they are absent from all meetings of the Governing Body during a period of one year (except for a reason approved by the Governing Body);

48.7 on the expiration of one month's written notice to the Clerk of their intention to resign from the Company;

48.8 if being a Nominative Governor or a co-opted Governor appointed in accordance with Articles 38.1 and 38.5 who is also a Member of the Church of England, they cease to be a Member of the Church of England; or being the Vice Chancellor and Principal ceases to be a Practising Christian; or

48.9 if they are an ex-officio Governor and have ceased to hold the relevant office, or if they are a Staff Governor and have ceased to fulfil the criteria of membership noted in Article 38.3 above.

49 Every vacancy in the office of Governor shall as soon as possible be notified to the proper appointing or electing body by the Clerk to the Governing Body, and, subject to Article 43 any competent Governor may be re-appointed or re-elected. A Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place they are appointed or elected.

50 The Clerk to the Governing Body shall be appointed by resolution of the Governing Body for such time, at such remuneration and upon such conditions as it thinks fit. The Governing Body may from time to time by resolution appoint an assistant or Deputy Clerk and any person so appointed may act in place of the Clerk if there is no Clerk or the Clerk is incapable of acting.

### **Committees and Delegation of Functions**

51 Subject to Articles 52 and 53, the Governing Body may establish a committee of two or more of their number for any purpose or function and determine its membership and terms of reference other than those assigned elsewhere in these Articles to the Vice Chancellor and Principal or to the Academic Board and may delegate powers to such a committee or to the Pro-Chancellor or to the Vice Chancellor and Principal. Any committee or person acting under such delegated authority shall inform the Governing Body fully and promptly of any action taken under such authority.

52 The Governing Body may establish a committee or committees to determine or advise on such matters as the Governing Body shall remit to them relating to employment policy, finance audit or remuneration and nomination. The members of the committee or committees shall be drawn from the Governing Body including Staff Governors and the Student Governor unless Staff Governors or the Student Governor are prevented to be selected for membership of the committee or committees by any sectoral code or guidelines. Members of the audit committee shall be identified in accordance with sectoral guidelines. When necessary, the Governing Body may co-opt members to committees from outside the University with relevant expertise or interests for a maximum of two terms of four years. Subject to Articles 51 and 53, the Governing Body shall delegate to each of these Committees such powers and functions as the Governing Body thinks fit.

53 The Governing Body shall not delegate the following:

53.1 the determination of the educational character and mission of the University;

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- 53.2 the approval of the annual estimates of income and expenditure;
- 53.3 ensuring the solvency of the Company and of any trust of which it is trustee and the safeguarding of their assets;
- 53.4 the appointment or dismissal of the Vice Chancellor and Principal, Clerk and such other senior posts designated by the Governing Body other than to the Special Committee or Special Appeal Committee in accordance with Articles 99-102; or
- 53.5 the varying or revoking of anything contained in these Articles of Association.

### **The Governing Body and Quorum**

54 The Governing Body shall hold meetings at least four times in one year for the dispatch of business and may adjourn and otherwise regulate its meetings as it thinks fit. A meeting of the Governing Body may be held by suitable electronic form agreed by the Governors in which each participant may communicate with all the other participants.

55 A meeting of the Governing Body shall be quorate if there are present eight Governors at least four of whom must be Nominative Governors or Co-opted Governors appointed in accordance with Articles 38.1 or 38.5. 'Present' includes being present by suitable electronic form agreed by the Governors in which a participant or participants may communicate with all the other participants.

56 Governors shall not be bound in their speaking and voting at Governing Body meetings by mandates given to them by other bodies or persons. Every Governor shall have one vote which shall be given personally and not by proxy or alternate. The Chair of a meeting shall be, in the case of equality of votes, entitled to a second or casting vote.

57 A Governor holding or proposed to be appointed to a remunerated office in accordance with the provisions of Article 8 shall not vote on any resolution for or relating to their appointment or to the terms thereof.

58 Any four Governors or the Pro-Chancellor may, and on their request the Clerk shall, at any time, summon a meeting of the Governing Body by seven days' notice served upon the Governors. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Governing Body. In matters of extreme urgency, the Chair may call a meeting at shorter notice.

59 Any act done by a Governor at any meeting of the Governing Body or of any committee of the Governing Body shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance of office of such Governor or that they were disqualified, be as valid as if such Governor had been duly appointed or had duly continued in office or was qualified to be a Governor, provided that nothing in this Article shall validate any decision at a meeting from which the Staff Governors, or the Student Governor, have failed to withdraw as required by these Articles, unless it is established that the decision of the Governing Body would have been the same even if such Governors had not been present.

60 The Clerk shall cause proper minutes to be made of all appointments of officers made by the Governing Body and of the proceedings of all meetings of the Company and of the Governing Body and of committees of the Governing Body, and all business transacted at such meeting, and any such minutes if signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in such minutes.

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61 A resolution in writing signed by all the Governors for the time being or all members of any committee of the Governing Body who are entitled to receive notice of a meeting of the Governing Body or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and constituted.

62 Any resolution of the Governing Body 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 (subject to the provisions of Article 124 hereof).

63 The agenda and draft minutes, if they have been approved by the Chair of the meeting, signed minutes and reports or papers considered at meetings of the Governing Body or any of its Committees will be available for inspection by staff and students on application to the Clerk except where such documents relate to a named present or prospective member of staff or a named present or prospective student or to matters which the Governing Body or any Committee thereof have decided should be dealt with on a confidential basis.

64 Except in special circumstances, with the prior approval in writing of the Charity Commission, no Governor shall take or hold any interest in any property belonging to the University otherwise than as a trustee for the purposes thereof, or receive any remuneration (other than that payable in respect of salary or other emoluments as Vice Chancellor and Principal, Staff or in respect of scholarships, grants or other awards as a Student), or be interested in the supply of work or goods at the cost of the University.

65 If a Governor has any financial interest, direct or indirect in any contract or proposed contract, or in any property to be held or used for the purposes of the Company, or in any other matter, they shall at the meeting disclose the fact and shall, if requested to do so by the chair of the meeting or a majority of the Governors present at the meeting, withdraw from that meeting while such contract, property or matter is considered. Such Governor shall not take part in the discussion of and shall not vote on such contract, property or other matter in which they have disclosed such interest.

66 A Governor who has a personal interest (not being a financial interest covered by Article 65) in any matter shall declare their interest and, unless invited to remain by resolution of the other Governors present at the meeting, shall withdraw from that part of the meeting at which such matter is considered.

67 For the purposes of section 175 of the Act, the Governors may authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of duty by a Governor under that section, including, without limitation, any matter which relates to a situation in which a Governor has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company (a "Conflict"). Any such authorisation will be effective only if:

67.1 any requirement as to quorum at the meeting at which the matter is considered is met without counting the Governor in question or any other interested Governor; and

67.2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

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The Governing Body may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they may expressly impose but such authorisation is otherwise given to the fullest extent permitted. The Governing Body may vary or terminate any such authorisation at any time, but this will not affect anything done by the Governor in question prior to such variation or termination, in accordance with the terms of such authorisation.

For the purposes of these Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

68 The Governing Body shall maintain a Register of Interests for Governors, and staff in senior posts, which shall be available for inspection at the Office of the Clerk during normal working hours.

69 The Staff Governors, and the Student Governor, shall withdraw from that part of any meeting of the Governing Body or a committee of the Governing Body at which there will be considered the appointment, grading, promotion, suspension, dismissal, retirement, salary or conditions of service of or any disciplinary action proposed to be taken against a member of the Staff, unless (in the case of Staff Governors) invited by a resolution of the other Governors, or of the other members of the committee in question, to remain.

70 Any Staff Governor, the Vice Chancellor and Principal or the Clerk shall withdraw from that part of any meeting of the Governing Body or any committee of the Governing Body at which their grading, promotion, suspension, dismissal, retirement, salary or conditions of service or any other personal matter related to them are considered unless they are entitled to be present under the terms of their contract of employment with the Company. If they are entitled to be present, they shall not speak or vote in relation to any such matter.

71 Any Staff Governor, the Vice Chancellor and Principal or the Clerk of whom notice of the termination of their contract of employment with the Company has been given shall withdraw from that part of a meeting of the Governing Body or any committee thereof at which the appointment of their successor is considered.

72 The Student Governor shall withdraw from that part of any meeting of the Governing Body or of a committee thereof at which their suspension, expulsion, or any other personal matter relating to them is considered except in so far as any regulations concerning the discipline of Students entitle them to be present.

73 A Student Governor who is suspended or excluded from the University shall not, so long as he is suspended or excluded, attend any meeting of the Governing Body or of any committee thereof unless permitted to do so by a resolution of the other Governors or of the other members of the committee in question except in so far as any regulations concerning the discipline of Students entitle him to be present.

74 Any Student Governor shall withdraw from that part of any meeting of the Governing Body or of the Academic Board or of any Committee of either of which they may be a member at which there is consideration of the appointment, promotion, suspension or dismissal of or any other matter concerning any member of the Staff or any matter concerning the academic performance of any individual student: Provided that any Student Governor may be present when a Student (other than the Student Governor) is



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exercising the right to be heard by the Governing Body under arrangements or procedures set down by the Governing Body as required by Articles 110 and 111.

75 Articles 75 to 127 hereof shall comprise the Articles of Government of the University which are required to be incorporated in the Articles of Association of the Company under the provisions of section 129B(2)(b) of the Education Reform Act 1988, as amended.

## **GENERAL CONDUCT OF THE UNIVERSITY**

76 The University shall be conducted in accordance with any legislation and relevant regulations, orders or directions and subject thereto, in accordance with the provisions of these Articles and any rules or bye-laws made thereunder.

## **RELIGIOUS WORSHIP AND INSTRUCTION**

77 The religious worship and instruction in the University shall be in accordance with the doctrines, rites and practices of the Church of England, but students shall not be required as a condition of entering or continuing in the University to attend such worship or instruction.

## **RESPONSIBILITIES OF COMPANY, GOVERNING BODY, VICE CHANCELLOR AND PRINCIPAL AND ACADEMIC BOARD**

### **The Company**

78 The Company may, by resolution passed at a duly convened and held general meeting or annual general meeting, exercise any power, perform any act and make any regulations the exercise, performance or making of which lies within its powers under the Act or these Articles provided that no such resolution shall invalidate any prior act of the Company or the Governing Body.

### **The Governing Body**

79 Subject to Articles 78, 124 and 125 the Governing Body shall be entitled, for and on behalf of the University, to exercise all powers and perform all acts that may be exercised or performed by the Company and shall in particular but without prejudice to the generality of the foregoing be responsible:

79.1 for the determination of the educational character and mission of the University and the oversight of its activities;

79.2 for the government, management and regulation of the finances, accounts, investments, property and business of the Company, and any trust of which the Company is trustee;

79.3 for approving annual estimates of income and expenditure;

79.4 for the effective and efficient use of resources, the solvency of the Company and safeguarding its assets;

79.5 for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice Chancellor and Principal, the Clerk and the holders of

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senior posts as the Governing Body may determine. The Governing Body shall also have the responsibility for setting a framework for the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of other staff; and

79.6 through its Pro-Chancellor for the assignment of duties and appraisal of the Vice Chancellor and Principal.

### **The Vice Chancellor and Principal**

80 There shall be a Vice Chancellor and Principal of the University who, subject to the responsibilities of the Company, shall be the chief executive of the University. The Vice Chancellor and Principal shall be responsible for:

80.1 making proposals to the Governing Body about the educational character and mission of the University, and for implementing the decisions of the Governing Body;

80.2 the organisation, direction and management of the University and leadership of the Staff;

80.3 making recommendations for the appointment, assignment, grading, appraisal, suspension, dismissal, and determination (within the framework set by the Governing Body) of the pay and conditions of service of Staff other than holders of senior posts;

80.4 the assignment and appraisal of the holders of senior posts;

80.5 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;

80.6 preparing annual estimates of income and expenditure, for consideration by the Governing Body, and for the management of the budget, within the estimates approved by the Governing Body;

80.7 the maintenance of Student discipline and, within the rules and procedures provided for by these Articles, for the suspension or expulsion of Students on disciplinary grounds;

80.8 for implementing decisions to expel Students for academic or disciplinary reasons;

80.9 for regulating the admission of Students to the University in consultation with a committee of the Academic Board. No Student shall be refused admission to the University on other than reasonable grounds; and

80.10 for maintaining the Christian distinctiveness of the University and the close relationship with Church partners (a responsibility which cannot be delegated to another Staff member of the University).

### **The Academic Board**

81 There shall be an Academic Board of no more than 30 members, comprising the Vice Chancellor and Principal (who shall be Chair) and such other members of Staff and Students as may from time to time be approved by the Governing Body. The composition of the Academic Board, the period of appointment of members, the selection of election arrangements and the procedures of the Academic Board shall be a matter for the Governing Body, provided that a majority of members shall be drawn from senior post holders, deans of faculty and heads of academic department. Co-options may be permitted.

82 Subject to the provisions of these Articles, to the overall responsibility of the Company and the Governing Body, and to the responsibilities of the Vice Chancellor and Principal, the Academic Board shall be responsible:

82.1 subject to the requirements of validating and accrediting bodies, for general issues relating to the research, scholarship, teaching and courses at the University, including

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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 approval and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedure for the suspension or expulsion of Students for academic reasons;

82.2 for considering the development of the academic activities of the University and the resources needed to support them and advising the Vice Chancellor and Principal and the Governing Body thereon; and

82.3 for advising on such other matters as the Governing Body or the Vice Chancellor and Principal may refer to the Academic Board.

### **Appointment and Promotion of Staff**

83 Each member of Staff shall serve under a written contract of employment with the Company.

84 The Governing Body shall appoint a suitable and duly qualified Vice Chancellor and Principal of the University who shall be a Practising Christian. For that purpose, they shall normally invite applicants by national advertisements, which applications shall be considered by the Governing Body. Before making an appointment the Governing Body (or their designated Committee acting on their behalf) shall interview not less than three, if there be so many, of such applicants who appear to them to be likely to be qualified for the post.

85 In the event of a vacancy in the office of the Vice-Chancellor and Principal, or in the absence of the Vice-Chancellor and Principal by reason of illness or otherwise, the Governing Body 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 and Principal.

86 Appointments to the post of Clerk and such other senior posts as designated by the Governing Body shall be made subject to such procedure or to such regulations as shall from time to time be laid down by the Governing Body and in accordance with any legislation or statutory regulations applicable thereto.

87 There shall be a university chaplain appointed by the Governing Body who shall be an ordained priest of the Church of England or of another Province of the world-wide Anglican Communion.

88 Other appointments to the academic staff of the University shall be made on behalf of the Governing Body by the Vice Chancellor and Principal in accordance with a scheme of delegation approved by the Governing Body.

89 Other staff appointments shall be made by the Vice Chancellor and Principal in accordance with a scheme of delegated authority approved by the Governing Body.

90 The promotion of members of the academic Staff and other Staff shall be made by the Vice Chancellor and Principal in accordance with a scheme of delegated authority approved by the Governing Body.

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## **Conduct**

91 After consultation with the Staff the Governing Body shall make rules relating to the conduct of Staff.

92 As the University was established as a Church of England Foundation and continues to be so, no Member should at any time undermine the ethos of the University or the code of conduct based on that ethos. The Governing Body 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 or losing their jobs or any privileges they may have at the University. Subject to the foregoing, every individual associated with the University shall have the right to freedom of expression within the law. This right shall include freedom to hold opinions and to receive and impart information and ideas without interference by the University and they shall be entitled to freedom of thought, conscience, and religion, and without interference.

## **Suspensions**

93 The Pro-Chancellor, or in their absence, a Deputy Pro-Chancellor may suspend from duty, with pay, the holders of senior posts, and the University chaplain for misconduct or other good and urgent cause. The Pro-Chancellor or Deputy Pro-Chancellor shall report such suspensions in writing to the Governing Body within two working days or as soon thereafter as practicable.

94 The Vice Chancellor and Principal may suspend from duty, with pay, any member of Staff other than another holder of a senior post, or the University chaplain, for misconduct or other good or urgent cause.

95 A member of Staff suspended from duty under Articles 93 or 94 shall be entitled to receive from the Pro-Chancellor or Deputy Pro-Chancellor, written notification of the suspension setting out the grounds on which the decision to suspend has been taken and details of how the period of suspension will be kept under review.

96 The Governing Body shall, after consultation with the Staff, make rules for the suspension of Staff under Articles 93 and 94.

## **Dismissal of Holders of Senior Posts and Chaplain**

97 If the Pro-Chancellor and the Deputy Pro-Chancellor consider that it may be appropriate for the Governing Body to dismiss the Holder of a Senior Post or the Chaplain, the Pro-Chancellor and Deputy Pro-Chancellor shall make a report to a Special Committee of the Governing Body, having first examined the facts and investigated the grounds for dismissal.

98 The Special Committee shall consider the report of the Pro-Chancellor and Deputy Pro-Chancellor and take such action as it considers appropriate, which may include the dismissal of such Holder of a Senior Post. Such Holder of a Senior Post shall have the right to make representation to the Special Committee, including oral representations for which

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purpose they may be accompanied and represented by a friend acting in a personal capacity.

99 The Special Committee shall consist of three members of the Governing Body. The Pro-Chancellor of the Governing Body, the Deputy Pro-Chancellor referred to in Article 97 and the Vice Chancellor and Principal shall not be eligible for membership of the Special Committee. Staff and Student Governors shall not be members of the Special Committee.

100 Where such member of staff has been dismissed pursuant to Article 98, that person may appeal against such dismissal to a special appeal committee consisting of three members of the Governing Body, other than those excluded or previously involved under Article 99.

101 If insufficient Governors are available to hear an appeal because of prior involvement in the process, arrangements will be made for the appeal to be heard externally.

102 The Governing Body shall make specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 97 to 101.

### **Dismissal of Other Members of Staff**

103 The Vice Chancellor and Principal may dismiss any member of Staff, other than another Holder of a Senior Post and the Chaplain, and if the circumstances are such that they are entitled to do so by virtue of the conduct or performance of that member of Staff, that dismissal may take immediate effect without any need for notice.

104 The Vice Chancellor and Principal may delegate their powers of suspension or dismissal in respect of Staff other than Holders of Senior Posts and the Chaplain to another appropriate member of Staff.

105 Where a member of Staff has been dismissed pursuant to Article 103, that member of Staff may appeal against such dismissal to the Vice-Chancellor and Principal.

106 Procedures for the dismissal of Staff and for the consideration of appeals against dismissal shall be laid down in rules made by the Governing Body after consultation with the Staff. These rules shall include rights of representation.

### **Grievance Procedure**

107 After consultation with the Staff the Governing Body shall make rules specifying procedures according to which Staff may seek redress of any grievances relating to their employment with the Company.

## **STUDENTS**

### **Suspension and Expulsion of Students**

108 In exercise of powers under Article 80.7, the Vice Chancellor and Principal may on grounds of misconduct suspend or expel a Student from some or all of the activities of the University or exclude them from the University for a limited period of time.

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109 The Governing Body shall appoint a disciplinary committee, concerned with the discipline of Students, to provide advice to the Vice Chancellor and Principal. The disciplinary committee shall be constituted in accordance with arrangements made by the Governing Body and comprise members of the Governing Body, the Staff and the Students of the University.

110 In exercise of powers under Article 82.1, the Academic Board, after consultation with the Governing Body and representatives of Students, shall determine procedures for the expulsion of Students for unsatisfactory standards of work or for other academic reason.

### **Student Union and Student Complaints**

111 The Vice Chancellor and Principal shall, with the approval of the Governing Body, make arrangements for an association representing the Students to conduct and manage its own affairs and funds, in accordance with a constitution approved by the Governing Body which shall require that the audited accounts are presented to the Governing Body on an annual basis. No amendment to or rescission of that constitution, in whole or in part, shall be valid unless and until approved by the Governing Body. The association shall establish arrangements for internal audit, on a basis satisfactory to the Governing Body. The University shall make arrangements whereby representations on matters of proper concern to the Students may be made by such association to the Governing Body, the Academic Board, or the Vice Chancellor and Principal as may be appropriate. This shall include the provision of procedures for hearing Students' complaints.

### **Register of Students**

112 The Vice Chancellor and Principal shall cause to be kept a suitable register of all the Students attending the University, and a Student on such registration evidenced by their signature in the University register shall become a registered Student of the University.

## **FINANCIAL MATTERS**

### **Fees**

113 The Governing Body shall determine the tuition and other fees payable in respect of attendance at the University subject to any terms or conditions attached to grants, loans or other payments paid or made by the appropriate funding council;

114 The Governing Body shall, on behalf of the University, receive all fees payable in respect of students, and all other moneys and donations accruing to the University.

### **Accounts and Estimates**

115 The Governing Body shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, all sales and purchases of goods by the Company, and the assets and liabilities of the Company whether pertaining to the

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Company, or any trust of which the Company is trustee. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true or fair view of the state of the affairs of the Company and to explain its transactions.

116 The Governing Body shall keep true records of the University's income and expenditure in accordance with statutory and regulatory provisions and shall provide the Office for Students or its successor body with true accounts and other such information as they may require for the purposes of the exercise of any of their statutory functions. The books of accounts shall be open for inspection by all Company Members.

## **Accounts**

117 At any annual general meeting of the Company the Governing Body shall lay before the Company proper income and expenditure accounts relating to the affairs of the Company and any trust of which the Company is trustee for the period since the last preceding account made up to a date not more than four months before such meeting, together with proper balance sheets made up as at the same date. Such balance sheets shall be accompanied by proper reports of the Governing Body and the Auditors and copies of such accounts, balance sheets and reports (all of which shall comply with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings of the Company.

## **Audit**

118 At least once in every year the accounts of the Company shall be examined, and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more auditors qualified in accordance with Section 499 of the Act.

119 The Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Act and any requirements.

## **RULES AND BYE-LAWS**

120 The Governing Body shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the Company as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles and shall not amount to such an addition to or alteration of the Articles as could only legally be made by a Special Resolution and in accordance with Article 9.

## **MISCELLANEOUS**

121 The Seal

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121.1 The University's seal shall be authenticated by the signature of the Pro- Chancellor of the Governing Body (or in their absence a Deputy Pro- Chancellor) together with that of one other member of the Governing Body.

121.2 The University's seal shall be held under secure arrangements by the Clerk, who shall maintain a register of its use.

## **Dissolution**

122 Every Company Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Company Member, or within one year after he ceases to be a Company Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Company 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.

123 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever then that property shall not be paid to or distributed among the Company Members but shall be applied for such charitable objects connected with the educational work of the Church of England as the Archbishops' Council of the Church of England shall after consultation with the Archbishop of Canterbury and the Council of the National Society think fit.

## **Special Provisions and Amendment of Articles**

124 If on any resolution changing the name of the Company in Article 5 or revoking or varying Articles 7, 9, 15, 16, 23, 28, 38, 77, 80.10, 84, 87, 92, 123, 124 and 127 the vote of the Archbishops' Council of the Church of England is cast against such resolution, the vote so cast shall be deemed to be equal to the number of the aggregate of the votes cast in favour of such resolution.

125 Subject as above these Articles may be amended or replaced only by resolution of the Company

## **Copies of Articles, Rules and Bye-laws**

126 A copy of these Articles, and any rules or bye-laws, shall be given to every Company Member and shall be available for inspection upon request to the Clerk to every member of Staff and every Student.

## **Chancellor**

127 The Chancellor of the University shall be the Archbishop of Canterbury (appointed by virtue of office).