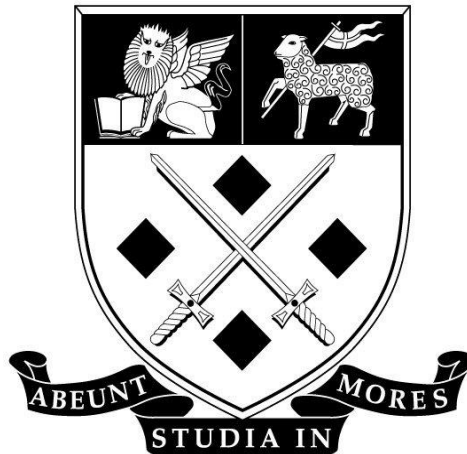


THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE



**ARTICLES OF ASSOCIATION
OF
UNIVERSITY OF ST MARK & ST JOHN**

Incorporated on **19 February 2013**

Current articles approved **16 May 2022**

COMPANY NUMBER: 07635609

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1 Name

The name of the Company is University of St Mark & St John, operating under the trading name of Plymouth Marjon University.

2 Registered Office

The registered office of the Company is to be in England and Wales.

3 Interpretation

3.1 In these Articles the following words and expressions shall have the meanings indicated in this paragraph:

Academic Staff Governor	a Governor who is a member of the Academic Staff of the University (other than the Vice-Chancellor) and as referred to in Article 16.1.2(a);
Academic Staff	all staff of the University engaged in a teaching or research capacity;
Affiliated University	a Higher Education Institution which makes an award to a University student as part of a formal partnership;
the Act	the Education Reform Act 1988 as amended from time to time;
the Articles	these articles of association and "Article" shall be construed accordingly;
the Auditors	the auditors of the University from time to time;
the Bishop	the Bishop of Exeter from time to time;
the Chair	the Chair of the Governing Body elected in accordance with Article 22 or in the case of a general meeting of the Company Members any other person chosen as chair in accordance with Article 10.6;
the Companies Act	the Companies Act 2006;
Company	the company hereby incorporated;
Company Member	a member of the Company;
Connected Person	means:

- (1) A spouse, civil partner, child, step-child, parent, grandchild, grandparent, brother or sister of a Governor;
- (2) A person carrying on business in partnership with the Governor or with any person falling within paragraph (1)
- (3) An institution which is controlled;
 - (a) By a Governor or any connected person falling within (1) or (2) above; or
 - (b) By two or more persons falling within sub-paragraph (a) when taken together.
- (4) A body corporate in which:
 - (a) A Governor or any connected person falling within paragraphs (1) or (2) has a substantial interest; or
 - (b) Two or more persons falling within sub-paragraph (a) who when taken together have a substantial interest.

DfE	Department for Education and any successor body;
Diocese	the Diocese of Exeter;
the Deputy Chair(s)	the Deputy Chair(s) of the Governing Body elected in accordance with Article 22;
Elected Governor	Shall mean a Governor who falls within Article 16.1.2;
Financial Regulations	The financial regulations of the Company approved by the Governing Body from time to time.
Governance and Nominations Committee	The committee of the Governing Body known as the governance and nominations committee and established under Article 27.3
Governing Body	The board of directors of the Company as constituted in accordance with Article 16;

Governor	A member of the Governing Body;
Holders of Senior Posts	the Vice-Chancellor, Chaplain and University Secretary, and such other post holders as the Governing Body may determine from time to time in accordance with Article 25.1.4, and "Holder of a Senior Post" shall be construed accordingly;
Leadership Team	the holders of such senior management posts as the Vice-Chancellor may from time to time determine constitutes the leadership team (which for the avoidance of doubt may, but is not required to, include the Holders of Senior Posts);
Nominated Governor	shall mean a Governor who falls within Article 16.1.3;
the National Society	the National Society (Church of England and Church in Wales) for the promotion of Education (or any successor body) (Registered Charity 313070);
OfS	the Office for Students and any successor body;
Professional Services Staff Governor	a Governor who is a member of the Professional Services Staff and as referred to in Article 16.1.2(b);
Professional Services Staff	all staff in the University who are not Academic Staff, the Holders of Senior Posts or the Leadership Team;
the Seal	the common seal of the University;
the Secretary of State	the Secretary of State at the Department for Education (or such successor appointment or organisation responsible for Universities and other Higher Education institutions);
the Senate	the Senate of the University constituted in accordance with Article 30;
Special Committee	any special committee of the Governing Body established in accordance with Article 36.1;
Staff	includes both the Academic Staff and Professional Services Staff of the University;
Student	a registered member of the student body of the University;

Student Governor	a Governor elected by the Students as provided in Article 16.1.2(c);
Students' Union	the association for the generality of Students formed to further the educational purposes of the University and the interest of Students as students and having a registered charity number;
Supplier	a Governor or other person falling within Article 8.8.1(b);
University	University of St Mark & St John, operating under the trading name of Plymouth Marjon University, being a higher education institution;
the University Secretary	Secretary to the Governing Body;
the Vice-Chancellor	the person appointed under Article 31, by whatever title called.

- 3.2 In these Articles words importing one gender shall import all genders, the singular number shall, unless the context otherwise requires, include the plural and vice versa.
- 3.3 A word importing a person shall for the avoidance of doubt include reference to a corporation.
- 3.4 The headings in these Articles are inserted for convenience only and shall not affect the construction.
- 3.5 The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.
- 3.6 Sections 350 to 352 Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.
- 3.7 Unless otherwise provided, a reference to a statutory provision, statute or subordinate legislation is a reference to that provision, statute or legislation as amended, consolidated, extended or re-enacted from time to time (whether before or after the date of adoption of these Articles).

4 Objects

The objects of the Company (“Objects”) are specifically restricted to the following: the promotion for the benefit of the public of the advancement of further and higher education (including the education of persons as teachers), and the subsequent maintenance and carrying on of the University in accordance with the principles of the Church of England

5 Powers

The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has, without limitation, the powers set out in Article 5:

- 5.1.1 To buy, take on lease or in exchange, hire or otherwise acquire any property, real or personal, and to maintain and equip it for use.
- 5.1.2 To sell, lease or otherwise dispose of all or any part of the property belonging to the Company.
- 5.1.3 To borrow money and to charge the whole or any part of the property belonging to the University as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation.
- 5.1.4 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- 5.1.5 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- 5.1.6 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other company or charity.
- 5.1.7 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- 5.1.8 To employ and remunerate such staff as are necessary for carrying out the work of the University.
- 5.1.9 To solicit, collect, receive and administer money and funds for any of the Objects and to issue appeals and advertisements for money and assistance.
- 5.1.10 To:
 - (a) Deposit or invest funds in accordance with the University's ethical investment strategy as amended by the governing body from time to time;
 - (b) Employ a professional fund manager who also follows the ethical investment strategy;
 - (c) Arrange for any investments or other property of the University to be held in the name of a nominee;
 - (d) To invest in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- 5.1.11 To provide indemnity insurance for the Governing Body in accordance with Article 8.6.

6 Liability of Company Members

6.1 The liability of the Company Members is limited.

6.2 Every Company Member promises, if the Company is dissolved while he or she is a member or within 12 months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Company before he or she ceases to be a member, and of the costs, charges and expenses of winding up and the adjustment of the rights of the contributories amongst themselves.

7 Application of Income and Property

7.1 The income and property of the University shall be applied solely towards the promotion of the Objects.

7.2 None of the income or property of the University may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Member.

7.3 This Article is subject to the provision of Article 8.

8 Benefits of Governors

8.1 A Governor is entitled to be reimbursed from the property of the University reasonable expenses properly incurred when acting on behalf of the University.

8.2 No Governor or Connected Person may:

8.2.1 Buy any goods or services from the University on terms preferential to those applicable to members of the public;

8.2.2 Sell goods, services or any interest in land to the University;

8.2.3 Be employed by or receive any remuneration from the University, or other financial benefit;

Unless

(a) the payment is permitted by these Articles; or

(b) the Governing Body obtains the prior written approval of the OfS and/or any other relevant regulatory body and fully complies with any procedures OfS or such body prescribes; or

(c) they are an Academic Staff Member, a Professional Services Staff Member, or sabbatical officer, or the Vice-Chancellor and the payment is remuneration agreed in accordance with relevant pay scales or principles and which is no more than is reasonable in the circumstances for the relevant employment.

8.3 Notwithstanding the other provisions of these Articles:

- 8.3.1 A Governor or connected person may enter into a contract for supply of services, or of goods that are supplied in connection with the provision of services, to the University where that is permitted in accordance with and subject to the conditions in Sections 185 Charities Act 2011;
- 8.3.2 Subject to Article 8.8 a Governor or connected person may provide the University with goods that are not supplied in connection with services provided to the University by the Governor or a connected person.
- 8.4 A Governor or connected person may receive interest on money lent to the University at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Governing Body.
- 8.5 A Governor or connected person may receive rent from premises let by the Governing Body or connected person to the University if the amount of the rent and other terms of the lease are reasonable and proper and provided that the Governor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 8.6 The Governing Body may arrange for the purchase out of the funds of the University of insurance designed to indemnify the Governors in accordance with the terms of and subject to the conditions in Section 189 of the Charities Act 2011 and Governors may accordingly benefit from such insurance.
- 8.7 A Governor or connected person may take part in the normal trading and fundraising activities of the University on the same terms as members of the public.
- 8.8 The University and a Governor may only rely upon the authority provided by Article 8.3.2 if each of the following conditions is satisfied:
- 8.8.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
- (a) the University; and
 - (b) a Governor or connected person supplying the goods under which the Supplier is to supply the goods in question to or on behalf of the University.
- 8.8.2 The amount or maximum amount for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 8.8.3 That other Governors are satisfied that it is in the best interests of the University to contract with the Supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governing Body must balance the advantages of contracting with the Governor or connected person against the disadvantages of doing so.
- 8.8.4 The Supplier is absent from any part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the University.

- 8.8.5 The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Governing Body is present at the meeting.
- 8.8.6 The reason for the decision of the Governing Body is recorded by the Governing Body in the minute book.
- 8.8.7 The majority of the Governors then in office are not in receipt of remuneration or payments authorised by Article 8.3.2

8.9 In Articles 7 and 8 “University” shall include a body corporate in which the University:

8.9.1 Holds more than 50% of the shares; or

8.9.2 Controls more than 50% of the voting rights; or

8.9.3 Has the right to appoint one or more directors to the board of the body corporate

9 Company Members

9.1 The maximum number of Company Members shall be 19.

9.2 The Governors from time to time shall be ex-officio Company Members.

9.3 A Company Member shall cease to be a Company Member automatically on ceasing to be a Governor.

10 General Meetings of the Company Members

10.1 There is no requirement to hold an annual general meeting.

10.2 A general meeting of the Company Members shall be called whenever the Governing Body or University Secretary thinks fit.

10.3 At least fourteen days' notice in writing of every general meeting convened to pass a special resolution and at least fourteen days' notice in writing of any other general meeting (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 these Articles to such persons (including the Auditors) as are under these Articles or under the Companies Act entitled to receive such notice from the Company; but with the consent of 90% of Company Members having the right to attend and vote at the meeting, or of such other proportion of them as is prescribed by the Companies Act a meeting may be convened by such notice as those Company Members may think fit.

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

10.5 If within half an hour from the time appointed for the holding of a 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.

- 10.6 The Chair or in their absence a Deputy Chair (as decided between themselves) shall preside as chair at every general meeting of the Company, but if there is no Chair or Deputy Chair or if at any meeting neither the Chair nor Deputy Chair(s) is present within fifteen minutes after the time appointed for holding the same, or if present is unwilling to preside, the Governors present shall choose someone to act as chair from amongst the Nominated Governors.
- 10.7 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.

11 Votes of Company Members

- 11.1 At any general meeting a resolution put to the vote shall be decided on a show of hands.
- 11.2 Every member shall have one vote, in person or by proxy.
- 11.3 Subject to the provisions of the Companies Act a resolution in writing shall be as valid and effective as if it has been passed at a general meeting of the University duly called and constituted, provided that:
- 11.3.1 in the case of a special resolution, it is stated on the resolution that it is a special resolution, it is signed or agreed to by at least 75% of all those Company Members entitled to receive notice of and to attend general meetings; and
- 11.3.2 in the case of an ordinary resolution, it is signed or agreed to by a majority of all those Company Members entitled to receive notice of and to attend general meetings.
- 11.4 Such resolution may consist of several documents in the like form each signed by one or more such members or a document to which every such member has signified their approval in writing or by electronic transmission.

12 Notices

- 12.1 A notice may be served on any Company Member either personally or by sending it through the post in a prepaid letter, addressed to the Company Member at their address as shown in the register of Company Members.
- 12.2 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 posted as a prepaid letter.

13 Patron

The Bishop will be the Patron of the University and will perform the role of advocate on matters relating to the Church of England and the University and other such roles as may be agreed between the Bishop and the Governing Body. The Bishop is not precluded from being Chancellor.

14 Chancellor

The Chancellor will be the ceremonial lead of and ambassador for the University. Notices, agendas and supporting papers for meetings of the Governing Body will be sent to the Chancellor who will have the right to attend such meetings (but shall not be a Governor). The Governing Body shall agree the detailed process for the appointment and removal of the Chancellor. The Chancellor shall normally be appointed for a term of no less than five years but shall be eligible for reappointment to serve for a further term of five years.

15 Instrument of Government

Articles 16 to 22 constituting the Governing Body shall comprise the instrument of government of the University of St Mark & St John which is required to be incorporated in the Articles under the provisions of section 129B of the Act.

16 Governing Body

16.1 All Governors have the duty to exercise independent judgement to promote and uphold the Objects of the University and its mission and values. The Governing Body will comprise a minimum of 10 and a maximum of 19 Governors, under three categories of membership, comprising :

16.1.1 The Vice-Chancellor, who will be an ex-officio Governor.

16.1.2 Elected Governors, as follows:

- (a) Two Academic Staff Governors elected as provided in Article 17.1;
- (b) One Professional Services Staff Governor elected as provided in Article 17.2;
- (c) One Student Governor elected as provided in Article 17.3

16.1.3 Nominated Governors as follows:

- (a) Up to eight individuals (such number to be determined by the Governance and Nominations Committee on a pro rata basis given the total number of Governors) nominated by the Governance and Nominations Committee who are appointed in accordance with Article 18 ;
- (b) Up to two individuals (such number to be determined by the Governance and Nominations Committee on a pro rata basis given the total number of Governors) nominated by the National Society who are appointed in accordance with Article 18; and

- (c) Up to four individuals (such number to be determined by the Governance and Nominations Committee on a pro rata basis given the total number of Governors) nominated by the Bishop of Exeter and appointed in accordance with Article 18

- 16.2 Nominated Governors shall at all times make up the majority of the Governing Body. If the number of Nominated Governors at any time falls into the minority, the Governing Body shall take steps to ensure nomination and appointments are made pursuant to these Articles.
- 16.3 The Chaplain of the University may be invited to attend all meetings of the Governing Body. They may take part in discussion but not vote or be counted as a Governor.
- 16.4 No person who is employed at the University or who is a Student shall be eligible for appointment as a Nominated Member.
- 16.5 A vacancy in any category of membership shall not of itself render inquorate any meeting of the Governing Body or invalidate any act or decision of the Governing Body.
- 16.6 A person shall not be entitled to act as a Governor, until they have agreed in writing to be a Governor and a Company Member and unless they are eligible to act.

17 Appointment of Elected Governors

- 17.1 The Academic Staff Governors shall be qualifying employees. One shall be elected by the qualifying employees forming the Academic Staff of the University as a whole in accordance with arrangements approved by the Governing Body and one shall be a member of the Senate, elected by the academic members of Senate.
- 17.2 The Professional Services Staff Governor shall be a member of the Professional Services Staff of the University and shall be a qualifying employee who shall be elected by the qualifying employees forming the Professional Services staff of the University as a whole in accordance with arrangements approved by the Governing Body.
- 17.3 The Student Governor shall be a sabbatical officer of the Students' Union elected as President of the Student Union by the Students in accordance with arrangements approved by the Governing Body.
- 17.4 For the purposes of Articles 17.1 and 17.2, the expression 'qualifying employee(s)' shall mean an employee of the Company whom the Governance and Nominations Committee considers to be able to fulfil the role of a Governor, bearing in mind the duties and responsibilities of the same.
- 17.5 No person shall be eligible for appointment as a Governor if, on the date of the appointment taking effect, the person in question is under the age of eighteen.

18 Appointment of Nominated Governors

- 18.1 The Governance and Nominations Committee will identify vacancies for Nominated Governors through succession planning and having regard to the skills required on the Governing Body and shall notify the National Society and/or the Bishop as required.

- 18.2 The body responsible for nominating an individual to the post of Nominated Governor under Article 16.1.3 shall identify candidates and assess their suitability based on the skills required on the Governing Body at that time including their experience in industry, commerce, law or other associated professions, business, the charity sector or education or any other area deemed appropriate by the Governance and Nominations Committee (and notified to the National Society and/or the Bishop as applicable). In the case of Governors nominated by the National Society or the Bishop, this assessment shall be carried out in consultation with the Governance and Nominations Committee.
- 18.3 Having assessed a candidate's skills and experience, the Governance and Nominations Committee, and having regard to the need to ensure a balanced and diverse Governing Body, will make recommendations to the Governing Body for the relevant appointments.
- 18.4 The Governing Body is the appointing authority in relation to the appointment of all Nominated Governor.

19 Statement of Interests

On an annual basis each member of the Governing Body shall receive and be required to complete a statement of interests and update any other personal details.

20 Tenure of Office of Governors

- 20.1 A Student Governor shall hold office until the end of the academic year in which he or she is appointed.
- 20.2 For the avoidance of doubt the Vice-Chancellor is entitled, subject to the provisions of the Companies Act and Article 28.24, to be a Governor so long as they hold that office notwithstanding any other provision of these Articles, but provided they remain eligible at law to do so.
- 20.3 Governors other than those referred to in Articles 20.1 to 20.2 shall hold office for one term of three years. Such a Governor will be eligible to be re-appointed to serve for one further term of three years. In exceptional circumstances an extension to a further term of up to three years may be approved by the Governing Body but no such Governor may serve for more than nine years in total.

21 Ceasing to be a Governor

A Governor shall cease to hold that office if they:

- 21.1.1 Resign their office by notice in writing to the Governing Body, such resignation being effective from the date of receipt of the notice of resignation; or
- 21.1.2 are the subject of a written opinion by a registered medical practitioner who is treating that Governor, addressed to the Company, stating that that Governor has become physically or mentally incapable of acting as a Governor and may remain so for more than three months; or
- 21.1.3 Become bankrupt or makes any arrangement or composition with their creditors generally; or

- 21.1.4 Hold office as a Governor subject to satisfying certain conditions for eligibility of such appointment and cease to satisfy such conditions; or
- 21.1.5 Are directly or indirectly interested in any contract with the Governing Body and fails to declare the nature of their interest in the manner required under Section 177 of the Companies Act and the Governing Body passes a resolution that by any reason of such failure they should cease to be a Governor; or
- 21.1.6 Without the consent of the Governing Body accept any office or position of profit under the University unless such office is that of Vice-Chancellor but such cessation of office shall be without prejudice to the eligibility of such person for appointment as an Elected Governor in accordance with Article 16.1.2(a) and 16.1.2(b); or
- 21.1.7 Absent themselves from attendance at meetings of the Governing Body continuously for two consecutive meetings without special leave of absence from the Governing Body and the Governing Body passes a resolution that they have, by reason of absence, vacated office, provided that the Governor has first been provided with the opportunity to discuss their continuation in post with the Chair in advance of removal; or
- 21.1.8 Are unable or unfit in the opinion of the Governing Body to discharge the functions of a Governor, and the Governing Body passes a resolution that they are, by reason of being unable or unfit to discharge the functions of member, removed from office; or
- 21.1.9 Are a Student Member who is suspended or excluded from the University for more than six months or are an Academic Staff Member or a Professional Services Staff member or the Vice Chancellor who has been suspended from their duties for more than six months; or
- 21.1.10 Are subject of any disqualification order or is otherwise prohibited by law from acting as Governor; or
- 21.1.11 Are given notice in writing for their removal by resolution of the Governing Body, provided that not less than three-quarters of the other Governors so resolve; or
- 21.1.12 Are removed from office by resolution duly passed pursuant to Section 168 of the Companies Act; or
- 21.1.13 Are disqualified from acting as a charity trustee; or
- 21.1.14 Cease to be a Member; or
- 21.1.15 Die.

22 Officers

- 22.1 The Governing Body shall appoint Governors, not being Elected Members, to be respectively Chair and either one or two Deputy Chair(s) of the Governing Body for a term of three years.

- 22.2 Notwithstanding Article 22.1, unless they resign from or become ineligible to hold such office or are removed from such office by resolution of the Governing Body or otherwise cease to be Governors as a result of the operation of Article 21, the Chair and Deputy Chair(s) shall be deemed to continue in office until their successors are appointed.
- 22.3 Where a vacancy arises within a three year term, the Governing Body may fill a vacancy arising in any of these offices for the remainder of the term of office in which the vacancy occurs.
- 22.4 The maximum permitted period in office for a Chair and Deputy Chair(s) of the Governing Body is as set out in Article 20.3 (which, for the avoidance of doubt, shall include any time served in office as a Governor before appointment as Chair or Deputy Chair).

23 Allowances

Subject to Articles 7 and 8, the Governing Body shall determine any allowances to be paid to Governors.

24 Articles of Government

Articles 25 to 47 hereof shall comprise the Articles of Government of the University which are required to be incorporated in the Articles under the provisions of section 129B (2) (b) of the Act, as amended.

25 Powers and Duties of the Governors

- 25.1 The Governing Body shall be responsible for:
- 25.1.1 the determination of the educational character and objectives of the University and for the supervision of its activities;
 - 25.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
 - 25.1.3 approving annual estimates of income and expenditure;
 - 25.1.4 the determination of which posts comprise Holders of Senior Posts, save that the Vice-Chancellor, Chaplain and University Secretary shall always be Holders of Senior Posts;
 - 25.1.5 the assignment of duties to the Vice-Chancellor;
 - 25.1.6 the approval of the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Holders of Senior Posts;
 - 25.1.7 the agreement of the policy for pay and general conditions of employment of the Staff who are not Holders of Senior Posts; and
 - 25.1.8 the appointment of Auditors; and

25.1.9 discharging all other duties of the directors of a charitable company limited by guarantee carrying on the business of the Company.

25.2 The Governing Body may without limitation to its general powers exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof.

26 Copies of the Articles

Copies of the Articles shall be provided to each Governor, on appointment and on any revision of the Articles.

27 Committees

27.1 The Governing Body may, subject to these Articles, delegate to any committee of the Governing Body, Senate or to the Chair or Deputy Chair(s) of the Governing Body or to the Chair or Deputy Chair(s) of any committee of the Governing Body or to the Vice-Chancellor and on such terms and conditions as it shall from time to time think fit the exercise of all or any of the powers and duties conferred upon it by these Articles, or otherwise, provided that the Governing Body shall not be empowered or competent to so delegate all or any of its powers or duties in connection with:

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

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

27.1.3 approving annual estimates of income and expenditure; or

27.1.4 the determination of membership of the Holders of Senior Posts; or

27.1.5 the assignment of duties to the Vice-Chancellor; or

27.1.6 the agreement of the policy for the pay and general conditions of employment of the staff who are not Holders of Senior Posts; or

27.1.7 the appointment of Auditors; or

27.1.8 revoking, amendment or variation of these Articles or any of them; or

27.1.9 the termination of the membership of any Governor; and

27.1.10 any act or directive which under or by virtue of any provision of law or of the requirements of any funding or regulatory body is required to be done by the Vice-Chancellor or the Governing Body.

27.2 The Governing Body shall not delegate to any person who is not a Governor or to any body or committee that does not consist exclusively of Governors:

27.2.1 the appraisal, discipline or suspension of the Vice-Chancellor; or

27.2.2 the authorisation of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Governing Body deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly in accordance with the University's Financial Regulations, as approved by the Governing Body.

27.3 Without prejudice to the general powers given to it by Article 25.1 the Governing Body shall initially establish a finance committee (or similar) an audit committee, a remuneration committee and a governance and nominations committee. Subject to Article 27.1 and 27.2, the Governing Body shall delegate such powers and functions as it thinks fit to each of these committees.

27.4 An Elected Governor may be a member of one of the committees, or may attend such meetings (without being a member) in either case at the invitation of the chair from time to time of that committee.

27.5 A member of the finance committee may not be a member of the audit committee or vice versa.

27.6 The Governing Body shall also establish committees and lay down terms of reference in accordance with guidance issued from time to time by the OfS.

27.7 Committees of the Governing Body may only establish sub-committees subject to the approval of the Governing Body.

27.8 The Governing Body may appoint someone who is not a Governor to serve on a committee or sub-committee established under this Article provided a majority of members of any committee or sub-committee are Governors and no person who is not a Governor shall be the Chair or Deputy Chair of a committee of the Governing Body.

28 Proceedings of Governing Body

28.1 The Governing Body shall meet together for the dispatch of business, may adjourn, and may regulate its meetings as it shall from time to time think fit, but shall meet not less than three times in every year.

28.2 The University Secretary shall cause, on the requisition of the Chair or of any two of the Governors, a meeting of the Governing Body to be summoned by giving to them personally or by word of mouth or by sending a notice thereof by post or e-mail to every Governor at their usual residential address or other address nominated by the Governor to be received not less than seven clear days before the day for which the meeting is summoned except where the Chair or in their absence the Deputy Chair(s) has deemed shorter notice to be necessary. The agenda and supporting papers shall ordinarily be circulated no later than seven days before each meeting.

28.3 Where a notice is sent by e-mail receipt of a properly addressed e-mail transaction report shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission of the e-mail following receipt of the e-mail transaction report. Every notice of a meeting shall state the time, date and place for such meeting and the business to be considered at such meeting. It shall not be necessary to give

notice of a meeting of the Governing Body to any Governor for the time being absent from the United Kingdom.

- 28.4 A meeting of the Governing Body shall be quorate if:
- (a) half, or more, of the Governors are present; and
 - (b) half, or more, of those present are Nominated Governors.
- 28.5 No business shall be transacted at any meeting of the Governing Body unless a quorum is present save that notwithstanding that no quorum is present the Governors present may elect a Chair to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.
- 28.6 If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled, or continue informally on the proviso that no resolutions shall be passed at such meeting unless the same are agreed to by written resolution after the meeting, or are ratified by a subsequently fully quorate Board of Governors meeting.
- 28.7 If a quorum ceases to be present at any time during the meeting, subject to Article 28.6, the meeting shall be adjourned. In either case, the University Secretary shall by notice, in accordance with Article 28.2 summon a new meeting, save that any business conducted when a quorum was present shall stand.
- 28.8 The meeting of the Governing Body shall not become inquorate if the reason that the figures in Article 28.4 are not met is because an Elected Member has been required to withdraw from the meeting due to a conflict of interest in the matter to be determined.
- 28.9 Any Governor may require that an item be added to the agenda of the next meeting of the Governing Body, to be actioned under the authority of the University Secretary, provided this notification is received by the University Secretary before the dispatch of the notice convening the relevant meeting.
- 28.10 In the absence of the Chair, one of the Deputy Chair(s) shall be entitled to preside at all meetings of the Governing Body at which they are present.
- 28.11 If at any meeting of the Governing Body neither the Chair nor the Deputy Chair(s) is present within 15 minutes after the time appointed for holding the meeting, or if present neither is willing to preside, the Governors present shall choose one of their number from amongst the Nominated Members present to chair that meeting.
- 28.12 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 s/he was 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 for which Academic Staff Members, or the Professional Services Staff Member, or the Student Member have failed to withdraw as required by these Articles unless it can be established that the decision of the Governing Body would have been the same even if such Governors had not been present.

- 28.13 The University Secretary shall cause proper minutes to be made of all appointments of Governors made by the Governing Body and of other business carried on by the Governing Body and of committees of the Governing Body and all business transacted in such meetings. Any such minutes if signed by the Chair of the relevant meeting or of the next succeeding meeting shall be sufficient evidence without any further proof of the facts stated in such minutes.
- 28.14 A resolution in writing signed by a majority of Governors for the time being or the majority of 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 Governing Body or of such committee duly convened and constituted.
- 28.15 The agenda and minutes considered at any meeting of the Governing Body will be available for inspection by Staff and Students on application to the University Secretary except where such documents relate to a named present or prospective member of Staff or a named present or prospective Student or to any other matter which the Governing Body or any committee thereof have decided should be dealt with on a confidential basis.
- 28.16 If a Governor or a connected person to that Governor has any financial interest, family or other personal 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 relating to the University or the Governing Body ("personal interest") they shall at each meeting at which the relevant matter is raised disclose the fact. Such Governor(s) shall withdraw from the meeting while the relevant matter is considered and shall not take part in the discussion of and shall not vote on any matter in which they have disclosed such interest.
- 28.17 Subject to the other provisions of these Articles a Governor shall not be taken to have a personal interest merely because they are a member of Staff or a Student provided that such matter does not pertain to them individually.
- 28.18 Article 28.16 does not prevent a Governor from taking part in discussion of and voting on proposals to take out insurance at the expense of the Governing Body on behalf of Governors against liabilities which they might incur in the course of acting as Governors and which is authorised under these Articles.
- 28.19 Academic Staff Members, a Professional Services Staff Member, or a Student Member shall withdraw from that part of any meeting of the Governing Body or any committee of the Governing Body at which there will be considered the appointment, grading, promotion, performance, suspension, dismissal, retirement, salary or conditions of service of or any disciplinary action proposed to be taken against a member or members of Staff unless invited by a resolution of the other Governors or the other members of the committee in question, to remain.
- 28.20 Academic Staff Members, a Professional Services Staff Member, the Vice-Chancellor or the University Secretary 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 relating to them are considered.

- 28.21 Academic Staff Members, the Professional Services Staff Member and the Student Member may be required by the Governing Body to withdraw from that part of any meeting of the Governing Body at which the position of an identified member of staff or Student or a prospective member of staff or Student is discussed.
- 28.22 An Academic Staff Member, a Professional Services Staff Member, the Vice-Chancellor or the University Secretary where in any such case notice of the termination of their contract of employment with the Governing Body has been given shall withdraw from that part of the meeting of the Governing Body or any committee of the Governing Body at which the appointment of their successor is considered.
- 28.23 A Student Member shall withdraw from that part of any meeting of Governing Body or of a committee of the Governing Body 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.
- 28.24 A Student Member who is suspended or excluded from the University or any Academic Staff Member or a Professional Services Staff member or the Vice-Chancellor who has been suspended from their duties shall not, so long as they are suspended or excluded,
- 28.24.1 attend any meeting of the Governing Body or of any committee of the Governing Body and
- 28.24.2 where there are any circumstances connected to their suspension or exclusion which could undermine confidentiality, receive or have access to papers for Governing Body meetings taking place, 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 or of Staff entitles them to be present. Where their suspension has continued for a period of not less than six months, the Governing Body may remove such Governor in accordance with Article 21.1.9.

29 Appointment of the University Secretary and support to the Governing Body

- 29.1 The Governing Body, with particular input from the Vice-Chancellor, shall appoint the University Secretary and may suspend or remove such person from that appointment.
- 29.2 The University Secretary may appoint someone to support the operational administration of the Governing Body's business to assist the University Secretary in the discharge of their duties under Article 29.1 on such terms as they think fit. The appointee shall be responsible to the University Secretary for the performance of their duties.
- 29.3 It is intended that the University Secretary should be sufficiently independent as to be able to raise issues of concern with the Chair or the Governing Body should the need arise.

30 Senate

- 30.1 Subject to the provisions of these Articles to the overall responsibility of the Governing Body and to the responsibilities of the Vice-Chancellor, the Senate shall be responsible for:

30.1.1 the requirements of validating and accrediting bodies, general issues relating to the research, scholarship, teaching and programmes 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 programmes; the procedures for the award of qualifications and honorary academic titles; procedures for the appointment of professors and associate professors; and the procedures for the expulsion of students for academic reasons;

30.1.2 considering the development of the academic activities of the University and the resources required to support them, and for advising the Vice-Chancellor and the Governing Body thereon;

30.1.3 advising on such other matters as the Governing Body and Vice-Chancellor may refer to the Senate.

30.2 The Terms of Reference and membership of the Senate will be confirmed annually by the Governing Body.

31 Vice-Chancellor

31.1 The Governing Body shall appoint a chief executive of the University to hold the post of Vice-Chancellor (or such other designation as the Governing Body shall think fit), on such terms and conditions of employment as the Governing Body shall think fit.

31.2 The Vice Chancellor will also act as the accountable officer as defined by the OfS.

31.3 The Vice-Chancellor will be required in the performance of their duties to preserve and develop the traditions and values of the University deriving from its origins and relationship with the Church of England and ensure that the belief and worship of the Church of England shall have a significant part in the life and work of the University.

31.4 When the post of Vice-Chancellor becomes or is expected to become vacant, it shall be advertised nationally and applicants will only be considered from candidates who are members of the Church of England, or of a Church that is a member of the worldwide Anglican Communion, or of a church listed in Appendix A of these Articles. (Appendix A shall be reviewed from time to time as agreed between the University and the Bishop of Exeter.)

31.5 The Governing Body will agree the approach to recruitment to be adopted and delegate to a Committee of the Governing Body responsibility for the detailed process. The Committee will be chaired by the Chair of the Governing Body, or in their absence the Deputy Chair(s), and comprise at least three Nominated Governors, one of which must be a Governor nominated by the National Society or Diocese, in addition to the Chair. If none of these Governors has senior experience as an academic at a higher education institution, the Committee will co-opt an individual with such experience. The Committee will make a recommendation for the appointment to the Governing Body.

- 31.6 Without prejudice to any terms or conditions attached to the appointment of the Vice-Chancellor from time to time and to any other duties and responsibilities of the Vice-Chancellor, the Vice-Chancellor shall be responsible to the Governing Body for:
- 31.6.1 making proposals to the Governing Body about the educational character and objectives of the University and for implementing the decisions of the Governing Body in this respect;
 - 31.6.2 the organisation, direction and management of the University and leadership of the staff;
 - 31.6.3 the appointment, assignment of duties, grading, appraisal and suspension and dismissal of members of Staff;
 - 31.6.4 the determination (within the policy set by the Governing Body) of the pay and conditions of employment of the Staff;
 - 31.6.5 having regard to the educational objectives of the University, the planning and examination of the academic programmes and other activities of the University, after consultation with the Senate on matters relating to the quality and academic standards, curriculum content, operation and delivery of courses and other matters referred to in Article 30;
 - 31.6.6 preparing annual estimates of income and expenditure for consideration by the Governing Body; and for the management of resources within the estimates approved by the Governing Body and for the allocation and the effective and efficient use of resources;
 - 31.6.7 the maintenance of Student discipline and for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons.

32 Appointment and Promotion of Staff

- 32.1 Subject to the provisions of these Articles the Vice-Chancellor shall have the power to appoint and promote the Staff of the University in line with the University's pay related policies.
- 32.2 The Governing Body, with particular input from the Vice-Chancellor, shall appoint a suitably qualified and ordained member of the Church of England as Chaplain of the University on such terms as the Governing Body shall think fit after consultation with the Bishop of Exeter.
- 32.3 The Governing Body shall establish general principles governing the way in which the Vice-Chancellor may exercise their powers of appointment and promotion. These may contain different provisions for different categories of Staff.
- 32.4 Each member of the Staff shall serve under a contract of employment with the University.

33 Academic Freedom

The Governing Body shall ensure that Staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing them in jeopardy of losing their jobs or any privileges they may have at the University.

34 Suspension of Holders of Senior Posts

The Chair or in the absence of the Chair, the Deputy Chair(s), may suspend from duty, with pay, any Holders of Senior Posts for misconduct or other good and urgent cause. The Chair or Deputy Chair(s) shall report such suspension in writing to the Governing Body within two working days or as soon thereafter as practicable.

35 Suspension of remaining Leadership Team

35.1 The Vice-Chancellor may suspend from duty, with pay, any member of the Leadership Team, other than an individual who is a Holder of a Senior Post, with approval from the Governing Body. This approval may be delegated to the Governance and Nominations Committee by the Governing Body.

35.2 Anyone who is suspended from duty under Articles 34 or 35.1 will be notified of their suspension in accordance with the University's Disciplinary Policy and Procedure.

35.3 Procedures for the suspension of Staff under Articles 34 and 35.1 shall be managed in accordance with the University's Disciplinary Policy and Procedure from time to time.

36 Dismissal of Holders of Senior Posts

36.1 If the Chair, or in their absence the Deputy Chair(s), or a majority of the members of the Governing Body, consider that it may be appropriate for the Governing Body to dismiss the Vice-Chancellor, Chaplain or University Secretary then the Chair, Deputy Chair(s) or the Governing Body as appropriate shall refer the matter to a Special Committee to manage the process in line with the University's Investigation and Disciplinary Policy and Procedure.

36.2 The Special Committee shall consist of five Nominated Members of the Governing Body. The Vice-Chancellor, Staff Members and the Student Member shall not be eligible for membership of the Special Committee. The Special Committee will be responsible for appointing a member of the Governing Body to complete an investigation and any subsequent disciplinary hearing. The Vice-Chancellor, Staff Members and the Student Member shall not be eligible for this appointment.

37 Dismissal of remaining Leadership Team

37.1 The Vice-Chancellor may dismiss any member of the Leadership Team, other than the Chaplain or University Secretary, with the approval of the Governing Body. This approval may be delegated to the Governance and Nominations Committee by the Governing Body.

37.2 The dismissal of any Holders of Senior Posts will be managed in accordance with the University's Investigation and Disciplinary Policy and Procedure.

38 Appraisals

- 38.1 The Governing Body will be responsible for assignment, subject to the other express provisions of the Articles, of the duties and responsibilities of the Vice-Chancellor, Chaplain and University Secretary.
- 38.2 The Chair will be responsible for the appraisal of the Vice-Chancellor and of the University Secretary, in relation to the latter's duties in that capacity.
- 38.3 The Vice-Chancellor shall be responsible for the appraisal of the remaining Leadership Team and the Chaplain.

39 Grievance Procedure

The Governing Body shall ensure policies and procedures are in place on how Staff may seek redress of any grievances relating to their employment.

40 Students

- 40.1 The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Governing Body and shall present audited accounts annually to the Governing Body.
- 40.2 No amendment to or rescission of that constitution, in part or in whole, shall be valid unless or until approved by the Governing Body.
- 40.3 The Governing Body, after consultation with the Senate and representatives of the Students, shall ensure policies and procedures are in place with respect to the conduct of Students, including procedures for suspension and expulsion.
- 40.4 In exercise of their responsibilities under Article 40.3, the Senate, after consultation with the Governing Body and representatives of the Students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.
- 40.5 The Governing Body will ensure that Students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University and will provide for the procedures to be followed to that end.

41 Financial Matters - Fees

The Governing Body 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 OfS or any other governmental funding body). Proposals for such fees shall be prepared by the Vice-Chancellor for consideration by the Governing Body.

42 Accounts

- 42.1 Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Company, carrying on activities of the nature carried on by the Company.

42.2 The Company shall provide the OfS and the DfE with true accounts and other such information as they may require from time to time for the purposes of the exercise of any of their statutory functions.

42.3 Annual estimates of income and expenditure for the University shall be prepared by the Vice-Chancellor for the consideration and approval of the Governing Body.

43 Audit

43.1 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 in accordance with the Companies Act.

43.2 Without prejudice to Article 43.1 the Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act and any requirements of the OfS or any other governmental funding body.

44 Rules and Bye-Laws

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

45 Amendment of Articles

45.1 Subject to the provisions of the Companies Act, the Charities Act 2011 and Article 45.2 these Articles may be amended or replaced by a special resolution of the Company Members in a General Meeting or by written resolution with the approval (where required) of the Charity Commission or relevant regulatory body and of the Privy Council in accordance with Section 129B of the Act or such other regulatory body as may from time to time be responsible for regulation of the University.

45.2 No amendment may be made to the Articles under Article 45.1 to any of Article 13, Article 16.1.3, Article 31, this Article 45.2 and Article 48 without the prior consent of the National Society and the Bishop.

46 Conduct of the University

46.1 The University shall be conducted in accordance with the provisions of the Act, the Education Acts 1944-1996, the Higher Education and Research Act 2017 and any subsequent Education Acts any relevant regulations, orders or directions made by the Privy Council or the Secretary of State and subject thereto, in accordance with the provisions of these Articles and any rules or bye-laws made thereunder.

46.2 The University will, as a publicly funded higher education institution be required to follow rules laid down by the OfS, DfE, other funding agencies or their successor body.

46.3 The University shall provide facilities for religious worship and observance in accordance with the doctrines, rites and practices of the Church of England.

47 Seal of Corporation

- 47.1 The application of the Seal of the University shall be authenticated by the signature of the Chair, Vice-Chancellor, or the University Secretary authorised generally, or specifically, by the Governing Body to act, including under delegated authority to the Vice-Chancellor or University Secretary consistent with the University's Financial Regulations, as approved by the Governing Body. It shall not be affixed except with the authority of the Governing Body.
- 47.2 The Seal shall be held under secure arrangements by the University Secretary.

48 Dissolution

If the University and Company is dissolved, the net assets (if any) shall be applied or transferred to the National Society to be applied in particular for higher and further education. If the National Society is no longer in existence the same shall be applied or transfer in any of the following ways:

48.1.1 Directly for the Objects; or

48.1.2 By transfer to any charity or charities for purposes similar to the Objects; or

48.1.3 To any charity or charities for use for particular purposes that fall within the Objects;

Subject in each case to the approval of the Lord Archbishop of Canterbury.

Appendix A – Churches meeting the criteria in Article 31.4

Candidates for the post of Vice-Chancellor shall be a member of the Church of England, or of a Church which is:

- a member of the worldwide Anglican Communion; **or**
- a Church designated under the Ecumenical Relations Measure 2018, nationally by the Archbishops of Canterbury and York, or locally by the diocesan bishop; **or**
- a member of Churches Together in England or the equivalent bodies in Scotland, Wales and Northern Ireland; **or** affiliated to the Evangelical Alliance; **or** a partner Church of Affinity.

As prescribed in Article 31.4, this Appendix shall be reviewed from time to time as agreed between the University and the Bishop of Exeter.

For the guidance of the University or of potential applicants, this Appendix or details of the arrangements for the appointment of a Vice-Chancellor may make reference to the published membership lists of each of these bodies.