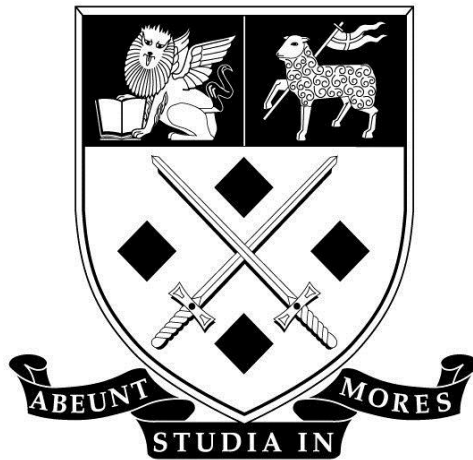


THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE



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

Incorporated on **19 February 2013**

Current articles approved by Privy Council **14 April 2016**

COMPANY NUMBER: 07635609

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1 Name

The name of the Company is **University of St Mark & St John**.

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:

the Academic Board

the Academic Board of the University constituted in accordance with Article 30;

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;

Clerk

Clerk to the Governing Body;

Company

the company hereby incorporated;

Company Member

a member of the Company;

Diocese

the Diocese of Exeter;

the Deputy Chair

the Deputy Chair of the Governing Body elected in accordance with Article 22;

Elected Governor

Shall mean a Governor who falls within Article 16.1.2;

Governing Body

The board of directors of the Company as constituted in accordance with Article 16;

Governor

A member of the Governing Body;

HEFCE

the Higher Education Funding Council for England and any successor body;

Holders of Senior Posts

the Vice-Chancellor, Deputy/ Pro Vice-Chancellors and the holders of such other senior posts as the Governing Body may determine in accordance with Article 25.1.4 and "Holder of a Senior Post" shall be construed accordingly;

 Nominated Governor

shall mean a Governor who falls within Article 16.1.3;

 NCTL

the National College for Teaching and Leadership and any successor body;

 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);

 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 Chaplain to the University;

 the Seal

the common seal of the University;

 the Secretary

the person appointed as Secretary of the company;

 the Secretary of State

the Secretary of State at the Department of Business, Innovation and Skills (or such successor appointment or organisation responsible for Universities and other Higher Education institutions);

 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 being a Higher Education Institution;

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 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

- 4.1 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

- 5.1 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;
 - b) Employ a professional fund manager;
 - 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

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

7.1.2 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.

7.2 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 by him or her when acting on behalf of the University.

8.2 No Governor or connected person (as defined in Article 8.10) 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

- the payment is permitted by these Articles; or
- the Governing Body obtains the prior written approval of HEFCE and/or any other relevant regulatory body and fully complies with any procedures HEFCE or such body prescribes; or
- he or she is 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

8.10 In this Article 8 “connected person” means:

8.10.1 A spouse, civil partner, child, step-child, parent, grandchild, grandparent, brother or sister of a Governor;

8.10.2 A person carrying on business in partnership with the Governor or with any person falling within paragraphs
8.9.1 or 8.9.2

8.10.3 An institution which is controlled;

(a) By a Governor or any connected person falling within paragraphs 8.9.1 to 8.9.2; or

(b) By two or more persons falling within sub-paragraph (a) when taken together.

8.10.4 A body corporate in which:

(a) A Governor or any connected person falling within paragraphs 8.9.1 to 8.9.2 has a substantial interest; or

(b) Two or more persons falling within sub-paragraph (a) who when taken together have a substantial interest.

8.11 Sections 350 to 352 Charities Act 2011 apply for the purposes of interpreting the terms

used in this Article.

9 Company Members

9.1 The maximum number of Company Members shall be 19.

9.2 The following persons shall be ex-officio Company Members:

(a) the Vice-Chancellor if s/he is not a Governor;

(b) the Governors.

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 Clerk thinks fit.

10.3 At least twenty-one 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 failing her/him the Deputy Chair 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 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 signed by all the Company Members for the time being entitled to receive notice of and to attend and vote at general meetings (which resolution may consist of several

documents in the like form each signed by one or more such members) or a resolution to which every such member has signified his or her approval in writing or by electronic transmission, shall be as valid and effective as if it has been passed at a general meeting of the University duly called and constituted.

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 his or her 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

13.1 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 him or her and the Governing Body. The Bishop is not precluded from being Chancellor.

14 Chancellor

14.1 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. The Governing Body shall agree the detailed process for the appointment and removal of the Chancellor. The Chancellor shall 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

15.1 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 The Governing Body will comprise up to 19 members under three categories of membership:

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

16.1.2 Elected Governors who shall comprise:

- (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) A Student Governor elected as provided in Article 17.3

16.1.3 Nominated Governors who shall comprise:

- (a) Six Governors two by the National Society of the Church of England and four by the Board of Education of the Diocese of Exeter;
- (b) Eight Governors with experience in industry, commerce, law or other profession, business, the charity sector or education who

are appointed in accordance with Article 18. Governors shall have due regard to promoting and upholding the Objects of the University.

16.2 A nominee of an Affiliated University and 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 Governors.

16.3 No person who is employed at the University or who is a Student shall be eligible for appointment as a Nominated Member.

16.4 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.

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 Academic Board, elected by the academic members of Academic Board.

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 'qualified employee(s)' shall mean an employee(s) engaged in full time employment or part time employment of not less than one half the normal full time equivalent.
- 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 Governing Body are the appointing authority in relation to the appointment of any Nominated Governor falling within Articles 16.1.3 (b).
- 18.2 The Nominations Committee of the Governing Body will:
- (a) identify vacancies for Nominated Governors through succession planning,
 - (b) identify possible appropriate individuals to fill any such vacancies and in relation to 16.1.3 (a) act as a consultative body when the Bishop and the Board of Education of the Diocese are making decisions about who to appoint.
 - (c) having sought curriculum vitae of such prospective members and assessed their skills and experience, make recommendations to the Governing Body for the relevant appointments.
- 18.3 Governors shall have due regard to promoting and upholding the Objects of the

University.

19 Register of Members

- 19.1 No person shall hold office as, or act as a Governor until that person has agreed in writing to become a Company Member and her or his name has been entered into the Registers of Company Members and directors.
- 19.2 A Governor shall be deemed to retire as such and as a Company Member and his or her name shall be removed from the Register of Company Members and directors upon his or her ceasing to be a Company Member. The membership and all rights of a Company Member shall be personal and shall not be transferable and the Company Member's name shall be removed from the register upon the Company Member's death.
- 19.3 At the first meeting of the Governing Body in each academic year each Governor shall receive and 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 34.2, to be a Governor so long as she or he holds that office notwithstanding any other provision of these Articles.
- 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.

21 Termination of Membership

21.1 A Governor shall cease to hold that office if he or she:

21.1.1 Resigns his or her 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 Becomes a patient detained under the Mental Health Act 1983; or

21.1.3 Becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

21.1.4 Holds office as a Governor subject to satisfying certain conditions for eligibility of such appointment and ceases to satisfy such conditions; or

21.1.5 Is directly or indirectly interested in any contract with the Governing Body and fails to declare the nature of his or her 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 or he or she should cease to be a Governor; or

21.1.6 Without the consent of the Governing Body accepts 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 a Elected Governor in accordance with Article 16.1.2(a) and 16.1.2(b); or

21.1.7 Absents himself or herself 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 he or she has by reason of absence vacated office; or

21.1.8 Is 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 he or she is, by reason of being unable or unfit to discharge the functions of member, removed from office; or

21.1.9 Is subject of any disqualification order or is otherwise prohibited by law from acting as Governor; or

21.1.10 Is given notice in writing for his or her removal by resolution of the Governing Body, provided that not less than three-quarters of the other Governors so resolve; or

21.1.11 Is removed from office by resolution duly passed pursuant to Section 168 of the Companies Act; or

21.1.12 Is disqualified from acting as a charity trustee.

22 Officers

22.1 The Governing Body shall appoint Governors, not being Elected Members, to be respectively Chair and Deputy Chair of the Governing Body for a term of three years.

22.2 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 shall be deemed to continue in office until their successors are appointed.

22.3 The Governing Body may fill a vacancy arising in either of these offices for the remainder of the term of office in which the vacancy occurs.

22.4 The Chair and Deputy Chair of the Governing Body shall not be eligible for reappointment to such office, after serving for two terms of three years as a Governor, unless in exceptional circumstances their term of office of Chair or Deputy Chair is extended for a further term pending recruitment of a successor in which case an extension of up to a maximum of further three years may be approved by Governors in the case of either office.

23 Allowances

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 are Senior Posts, save that the Vice-Chancellor, Chaplain and Clerk shall always be Holders of Senior Posts;

25.1.5 the assignment of duties to the Vice-Chancellor;

25.1.6 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 , Academic Board or to the Chair or Deputy Chair of the Governing Body or to the Chair or Deputy Chair 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 thing 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.

- 27.3 Without prejudice to the general powers given to it by Article 25.1 the Governing Body shall initially establish a resources committee (or similar) an audit committee, a remuneration committee and a 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 No Elected Governor shall be eligible for membership of any such resources committee, audit committee, nominations committee and remuneration committee as is established under Article 27.3.
- 27.5 A member of the resources 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 HEFCE.
- 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 four times in every year.

- 28.2 The Clerk, on the requisition of the Chair or of any five or more of the Governors, shall summon a meeting of the Governing Body 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 his or her usual residential address or other address nominated by the Governor and notified to the Clerk so that in the ordinary course of the post such notice would be received not less than five clear days before the day for which the meeting is summoned except where the Chair or in his or her absence the Deputy Chair has deemed shorter notice to be necessary.
- 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 Governing Body shall be quorate if:
- (a) ten or more Governors are present; and
 - (b) the majority 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.

- 28.7 If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned. In either case, the Clerk 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.
- 28.9 Any two Governors may, and on their request the Clerk shall, at any time summon a meeting of Governing Body by notice served upon the Governors. Any Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Governing Body.
- 28.10 Except in emergency not less than 14 days' notice will be given of any meeting of the Governing Body and the agenda and any supporting papers will so far as possible be circulated no later than 7 days before the date of the meeting.
- 28.11 Any Governor may require that an item be added to the agenda of the next meeting of the Governing Body provided this is notified to the Clerk before the dispatch of the notice convening the relevant meeting.
- 28.12 In the absence of the Chair the Deputy Chair shall be entitled to preside at all meetings of the Governing Body at which s/he is present.
- 28.13 If at any meeting of the Governing Body neither the Chair nor the Deputy Chair 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.

- 28.14 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.
- 28.15 The Clerk 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.
- 28.16 A resolution in writing signed by all 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 Governing Body or of such committee duly convened and constituted.
- 28.17 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 Clerk 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.
- 28.18 If a Governor has any financial interest or any 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") s/he shall at each meeting at which the relevant matter is raised disclose the fact. Such Governor 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 s/he has disclosed such interest.

28.19 Subject to the other provisions of these Articles a Governor shall not be taken to have a personal interest merely because s/he is a member of Staff or a Student.

28.20 Article 28.18 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.

28.21 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.

28.22 Academic Staff Members, a Professional Services Staff Member, the Vice-Chancellor or the Clerk shall withdraw from that part of any meeting of the Governing Body or any committee of the Governing Body at which her/his grading, promotion, suspension, dismissal, retirement, salary or conditions of service or any other personal matter relating to her/him are considered.

28.23 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.

28.24 An Academic Staff Member, a Professional Services Staff Member, the Vice-Chancellor or the Clerk where in any such case notice of the termination of her/his 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 her/his successor is considered.

28.25 A Student Member shall withdraw from that part of any meeting of Governing Body or of a committee of the Governing Body at which her/his suspension, expulsion or any other personal matter relating to her/him is considered except in so far as any regulations concerning the discipline of students entitle her/him to be present.

28.26 A Student Member who is suspended or excluded from the University or any Academic Staff Member or a Professional Services Staff member who has been suspended from her/his duties shall not, so long as s/he is suspended or excluded, attend any meeting of the Governing Body or of any committee of the Governing Body 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 her/him to be present.

29 Appointment of Clerk and Minute Secretary to the Governing Body

29.1 The Governing Body shall appoint the Clerk and may suspend or remove such person from that appointment.

29.2 The Governing Body may appoint someone to act as minute secretary to the Governing Body to assist the Clerk in discharge of her/his duties under Article 29.1

on such terms as it thinks fit. The appointee shall be responsible to the Clerk for the performance of her/his duties.

29.3 The Governing Body may also appoint the Clerk as Company Secretary.

29.4 The Governing Body will determine detailed terms of reference for the post of Clerk but without limitation it is intended that the post-holder be sufficiently independent as to be able to raise issues of concern with the Chair or the Governing Body should the need arise.

30 Academic Board

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 Academic Board shall be responsible for:

30.1.1 Subject to the requirements of validating and accrediting bodies, general issues relating to the research, scholarship, teaching and courses at the University including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; 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 needed 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 Academic Board.

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

31 Vice-Chancellor

31.1 The Governing Body shall appoint a Chief Executive of the University.

31.2 This appointee will also act as the designated officer as defined in the HEFCE financial memorandum, upon such terms and conditions of employment as it shall think fit, who shall be called Vice-Chancellor or such designation as the Governing Body shall think fit.

31.3 The Vice-Chancellor will be required in the performance of his or her duties to preserve and develop the traditions 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 applications shall only be considered from a practising member of the Church of England or of a church in communion with the Church of England or of a church which is a member of Churches Together in Britain and Ireland.

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

her/his absence the Deputy Chair, and comprise at least three Nominated Governors, one of which must be a National Society or Diocese member, 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 pursuant 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 Academic Board 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.

32.2 The Governing Body 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 his or her powers of appointment and promotion. These may contain different provisions for different categories of Staff.

32.4 A policy for pay and general conditions of employment for all members of the Staff shall be approved by the Governing Body.

32.5 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 Staff – Holders of Senior Posts

34.1 The Chair or in the absence of the Chair, the Deputy Chair, may suspend from duty, with pay, the Vice-Chancellor, Deputy/ Pro Vice-Chancellors or other Holders of Senior Posts, the Chaplain or Clerk for misconduct or other good and urgent cause. The Chair or Deputy Chair shall report such suspension in writing to the Governing Body within two working days or as soon thereafter as practicable.

34.2 In the event that the Vice-Chancellor is suspended from her/his post, he or she will cease to be a member of the Governing Body for the duration of any such suspension.

35 Suspension of Other Staff

35.1 The Vice-Chancellor may suspend from duty, with pay, any member of the Staff other than, holders of senior posts, the Clerk or the Chaplain for misconduct or other good and urgent cause.

35.2 Anyone who is suspended from duty under Articles 34.1 or 35.1 shall be entitled to receive from the Vice-Chancellor, or in the case of the Holders of Senior Posts, from the Chair or Deputy Chair, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

35.3 Procedures for the suspension of Staff under Articles 34.1 and 35.1 shall be specified in rules made by the University in accordance with the Staff Handbook. The rules shall include provision that:

35.3.1 any person who has been under suspension for three weeks or more may appeal in writing to the Governing Body against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee;

35.3.2 any appeal made under Article 35.3.1 shall be considered as soon as practicable; and

35.3.3 a suspension against which an appeal is made shall for the avoidance of doubt continue to operate in the period until the determination of the appeal.

36 Dismissal – Holders of Senior Posts

36.1 If the Chair, or in her/his absence the Deputy Chair, or a majority of the members of the Governing Body, consider that it may be appropriate for the University Governing Body to dismiss the Vice-Chancellor, Holder of a Senior Post, Clerk or Chaplain, then the Chair, Deputy Chair or the Governing Body as appropriate shall refer the matter to a Special Committee, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal and to make a report to the Governing Body.

36.2 The Special Committee shall consist of five Nominated Members of the Governing Body. The Chair, the Deputy Chair, the Vice-Chancellor, Staff Members and the Student Member shall not be eligible for membership of the Special Committee.

36.3 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Special Committee, including oral representations, for which purpose s/he may be accompanied and represented by a friend who is not acting in a legal capacity.

- 36.4 The Special Committee shall prepare a written report for consideration by the Governing Body, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any considerations which the committee considers should be taken into account in the Governing Body's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Governing Body.
- 36.5 The Governing Body shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Governing Body, including oral representations for which purpose s/he may be accompanied and represented by a friend.
- 36.6 The Governing Body shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in the Articles.

37 Dismissal - Other Members of Staff

- 37.1 The Vice-Chancellor may dismiss any member of the Staff other than the Holder of a Senior Post, the Clerk or Chaplain and if the circumstances are such that s/he is entitled to do so by virtue of the conduct of that member of Staff, that dismissal may take immediate effect without any need for prior notice.
- 37.2 Where the Vice-Chancellor proposes to dismiss such a member of staff and the circumstances described in Article 36.1 do not prevail s/he shall notify the member of Staff concerned of that proposal in accordance with the employment policies of the University.

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, of the Holders of Senior Posts, Clerk and the Chaplain.
- 38.2 The Chair will be responsible for the appraisal of the Vice-Chancellor and of the Clerk, in relation to the latter's duties in that capacity.
- 38.3 The Vice-Chancellor shall be responsible for the appraisal of the Holders of Senior Posts and of 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 Academic Board 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 Academic Board, 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 HEFCE 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 Estimates and Audit

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

- 42.2 The Governing Body shall keep true records of the University's income and expenditure in accordance with the provisions of the Act and shall provide HEFCE and NCTL with true accounts and other such information as they may require 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 Finance – 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 Act and any requirements of HEFCE 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 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 Education Reform Act 1988 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 1944-1993, 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 HEFCE, NCTL, 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 or some other member authorised generally, or specifically, by the Governing Body to act for that purpose together with that of any other Governor. It shall not be affixed except by authority of a resolution of the Governing Body.

47.2 The Seal shall be held under secure arrangements by the Clerk.

48 Dissolution

48.1 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.