

Company Registration Number: 05977277

Charity Registration Number: 1120192

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION
of
ST MARY'S UNIVERSITY, TWICKENHAM

**(incorporating the Instrument and Articles of
Government)**

**Approved by the Privy Council
25 August 2016**

Minerva House
5 Montague Close
London SE1 9BB
DX: 156810 London Bridge 6

T 020 7593 5000
F 020 7593 5099
www.wslaw.co.uk

Winckworth
Sherwood
Solicitors and
Parliamentary Agents

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
ST MARY'S UNIVERSITY, TWICKENHAM

1. Interpretation

1.1 In these Articles unless the context indicates another meaning:

“Academic Board” means an Academic Board constituted under Article 19;

“the Archbishop” means the Archbishop of the Diocese of Westminster in accordance with Canon Law and in the case of the See being vacant or impeded, includes the person or persons having Ordinary jurisdiction in accordance with Canon Law;

“the Articles” means these articles of association and “Article” shall be construed accordingly;

“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the University and whose name is given to the Company Secretary;

“Canon Law” means the Canon Law of the Catholic Church for the time being in force;

“Catholic” means in full communion with the See of Rome

“the CES” means the Catholic Education Service or any other body for the time being nominated by the Bishops’ Conference of England and Wales as their education agency;

“Chair” means the Archbishop or his nominee;

“the Charities Act” means the Charities Act 2011;

“charity trustee” has the meaning prescribed by section 177 of the Charities Act 2011 being a person having the general control and management of the administration of a charity;

“clear day” means 24 hours from midnight following the relevant event;

“Clerk” means the person appointed pursuant to Article 15.1.6;

“the Commission” means the Charity Commission for England and Wales; **“the Companies Act”** means the Companies Act 2006;

“Company Secretary” means the person appointed pursuant to Article 15.1.6;

“Connected Person” means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Governor, any firm of which a Governor is a member or employee, and any company of which a Governor is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

“Director of the CES” means the Director for the time being of the CES or during a vacancy in the directorship or for any other reason, such person as the Chairman of the CES may appoint;

“the Education Acts” means the Education Acts as defined in section 578 of the Education Act 1996;

“financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“financial year” means the University’s financial year; **“firm”** includes a limited liability partnership;

“the HEFCE” means the Higher Education Funding Council for England or any successor body;

“Governor” means a director and charity trustee of the University and

“Governors” means the directors and charity trustees of the University;

“indemnity insurance” means insurance against personal liability incurred by any Governor for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

“Independent Governor” means a Governor who is external to the University and who is not a Staff or Student member of the University;

“material benefit” means a benefit which may not be financial but has a monetary value;

“Member” and **“Membership”** refer to membership of the University company within the meaning of section 112 of the Companies Act;

“month” means a calendar month;

“the Objects” means the Objects of the University as defined in Article 4 of the Articles;

“Regulations” means rules, standing orders or other arrangements to regulate the proceedings of any meeting held under these Articles;

“Restricted Business” means the sale, or grant of any lease for a term of more than 21 years, of any of the University’s land or buildings the acquisition of which land or buildings was wholly or substantially funded by the Catholic Church or the CES or any predecessor to the CES;

“Senior Posts” means the Vice-Chancellor, Deputy Vice-Chancellor, any Pro Vice-Chancellors, any assistant Pro Vice-Chancellors and the holders of such other posts as the Governing Body may determine;

“the Staff” includes both teaching and other staff of the University and both full-time and part-time staff;

“Staff Governor” means a Governor appointed in accordance with Article 13.3.4;

“Student Body” means all registered students pursuing a course of study at the University and **“Student”** means such a registered student;

“Student Governor” means a Governor appointed in accordance with Article 13.3.4;

“Students Union” means the association representing the Student Body in accordance with Article 21.4;

“the University” means St Mary’s University , Twickenham being a company limited by guarantee with registered number 05977277 and charity registered number 1120192;

“the Vice-Chancellor” means the Vice-Chancellor of the University or any successor higher education institution;

“Vice-Chair” means the Vice-Chair of the Governing Body elected in accordance with Article 13.4.13;

“written” or **“in writing”** refers to a legible document on paper or by electronic communication as defined in the Electronic Communications Act 2000 not including a fax message;

“year” means calendar year.

1.2 Unless the context requires otherwise, expressions defined in the Charities Act, the Companies Act and the Education Acts respectively have the same meaning in these Articles.

1.3 Reference to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

1.4 Unless the context requires otherwise, words importing the singular number shall also include the plural and vice versa and words importing the masculine gender shall include the feminine gender.

2. Name

2.1 The name of the Charity is St Mary’s University, Twickenham (**“the University”**).

3. Registered office

3.1 The registered office of the University is in England and Wales.

4. Objects

4.1 The objects are to advance education, in such manner as befits a Catholic foundation, by:

4.1.1 the provision, development and conduct of a Catholic institution of higher education; and

4.1.2 the provision of training and continuing professional development for teachers in both religious and secular schools, with special provision for those intending to teach in Catholic and other Christian schools

mainly, but not exclusively, within England and Wales (**“the Objects”**)

Provided that the arbiter of what befits a Catholic foundation shall be the Chair (as defined in Article 1.1) of Governors where the Chair is a Catholic Bishop nominated by the Archbishop (as defined in Articles 1.1) and otherwise shall be the Archbishop.

5. Powers

5.1 In furtherance of the Objects, the University shall have powers to undertake all activities within the law which are in pursuit of the Objects. These powers shall include, without limitation:

- 5.1.1 the provision of facilities for learning, the assessment of student performance and research and enterprise;
- 5.1.2 making academic awards (including without limitation, diplomas, degrees, joint degrees, dual degrees, certificates, fellowships and honorary degrees, including in conjunction with other institutions) in recognition of learning achievement and awarding other honorary titles;
- 5.1.3 setting aside funds for special purposes or as reserves against future expenditure;
- 5.1.4 depositing or investing funds in any manner (but to invest only after obtaining advice from a financial expert as the Governors consider necessary and having regard to the suitability of investments and the need for diversification);
- 5.1.5 delegating the management of investments to a financial expert on such terms as the Governors consider appropriate;
- 5.1.6 provision of indemnity insurance for the Governors or any other officer of the University in relation to any such liability as is mentioned in Article 5.2 but subject to the restrictions specified in Article 5.3;
- 5.1.7 borrowing money, giving security for loans and disposing of property of any kind (but in each case only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.1.8 establishing subsidiary undertakings, companies and trusts, accepting appointment as trustee, entering into joint ventures and partnerships, subscribing, underwriting, purchasing or otherwise acquiring, and holding, disposing of, and dealing with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the Objects or the research and enterprise activities of the University.

5.2 The liabilities referred to in Article 5.1.6 above are:-

- 5.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence default breach of duty or breach of trust of which he or she may be guilty in relation to the University; and
- 5.2.2 the liability to make a contribution to the University's assets as specified in section 214 Insolvency Act 1986 (wrongful trading).

5.3 Excluded liabilities:

- 5.3.1 The following liabilities are excluded from Article 5.2.1:
 - (i) fines;

- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud dishonesty or wilful or reckless misconduct of the Governor or other officer; and
- (iii) liabilities to the University that result from conduct that the Governor or other officer knew or must be assumed to have known was not in the best interests of the University or about which the person concerned did not care whether it was in the best interests of the University or not.

5.3.2 There is excluded from Article 5.2.2 any liability to make such a contribution where the basis of the Governor's liability is his or her knowledge prior to the insolvent liquidation of the University (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the University would avoid going into insolvent liquidation.

6. Benefits to Members and Governors

6.1 The property and funds of the University must be used only for promoting the Objects and do not belong to the Members but:

6.1.1 Members who are not Governors may be employed by or enter into contracts with the University and receive reasonable payment for goods or services supplied;

6.1.2 Members (including Governors) may receive remuneration (including free board and lodging) as the Vice-Chancellor or as any other person comprised in the Staff;

6.1.3 Members (including Governors) may be paid interest at a reasonable rate on money lent to the University;

6.1.4 Members (including Governors) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the University; and

6.1.5 Members who are individuals (including Governors) who are also beneficiaries may receive charitable benefits in that capacity which benefits include the receipt of grants scholarships or bursaries by students of the University.

6.2 A Governor must not receive any payment of money or other material benefit (whether directly or indirectly) from the University except:

6.2.1 as mentioned in Articles 5.1.6 (indemnity insurance) 6.1.2 (Staff salary)

6.2.2 (interest) 6.1.4 (rent), 6.1.5 (charitable benefits) or 6.3 (contractual payments);

6.2.3 remuneration (including free board and lodging) as the Vice-Chancellor, or as any other person comprised in the Staff, or as a student sabbatical officer;

6.2.4 grants scholarships or bursaries awarded to a Governor as a student of the University;

6.2.5 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the University;

6.2.6 an indemnity in respect of any liabilities properly incurred in running the University (including the costs of a successful defence to criminal proceedings);

- 6.2.7 payment to any company in which a Governor has no more than a 1% shareholding; and
- 6.2.8 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 6.3 A Governor or Connected Person may enter into a contract with the University to supply goods or services in return for a payment or other material benefit but only if:
- 6.3.1 the goods or services are actually required by the University;
- 6.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set a meeting of the Governors in accordance with the procedure in Article 6.4; and
- 6.3.3 no more than one third of the Governors are interested in such a contract in any financial year (in calculating the proportion of such contracts any contract for remuneration within Article 6.2.2 shall be ignored and shall not be counted).
- 6.4 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee he or she must:
- 6.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
- 6.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
- 6.4.3 not be counted in the quorum for that part of the meeting; and
- 6.4.4 be absent during the vote and have no vote on the matter;
- provided nevertheless that a Governor shall not be regarded as having a personal interest in a matter to be discussed at a meeting of the Governors or a committee merely because the matter relates to a body which nominated or appointed such Governor under Article 13.
- 6.5 If a conflict of interest arises for a Governor because of a duty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such conflict of interests where the following conditions apply:
- 6.5.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 6.5.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
- 6.5.3 the unconflicted Governors consider it is in the best interests of the University to authorise the conflict of interests in the circumstances applying.

In this Article 6.5 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or a connected Person.

6.6 This Article 6 may not be amended without the written consent of the Commission in advance.

7. Limited liability

7.1 The liability of Members is limited.

8. Guarantee

8.1 Every Member promises, if the University is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the University while the contributor was a Member.

9. Dissolution

9.1 If the University is dissolved the assets (if any) remaining after provision has been made for all its liabilities must next be paid, applied, or transferred in satisfaction of:

9.1.1 any sums legally recoverable by the CES;

9.1.2 any sums legally recoverable by the HEFCE or the Secretary of State for Education.

9.2 Subject to Article 9.1 the Members must apply any remaining assets in one or more of the following ways:

9.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects;

9.2.2 directly for the Objects or charitable purposes which are within or similar to the Objects; or

9.2.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.

9.3 A final report and statement of account must be sent to the Commission.

10. Membership

10.1 The University must maintain a register of Members.

10.2 The Members of the University shall be:

10.2.1 the Archbishop;

10.2.2 the Director of the CES;

10.2.3 up to two persons nominated by the Archbishop who may be Governors nominated by the Archbishop under Article 13; and

10.2.4 up to two persons nominated by the CES who may be Governors nominated by the CES under Article 13;

10.3 Membership is terminated if the Member concerned:

10.3.1 gives written notice of resignation to the University;

- 10.3.2 (being an individual) dies or (in the case of an organisation) ceases to exist and is not replaced by a successor organisation;
- 10.3.3 (being an individual) becomes incapable by reason of illness or injury of managing or administering his or her affairs; or
- 10.3.4 (except in respect of the Archbishop and of the Director of the CES) is removed as a Member by special resolution of the Members on the ground that the Member's continued membership is not beneficial to the University. The Members may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written and oral representations which the Member concerned puts forward within 14 clear days after receiving notice. The Member whose proposed removal is the subject of the resolution shall not be entitled to vote.
- 10.4 Membership is automatically terminated when the individual who is a Member by virtue of his office vacates that office or when notice is given either by the Archbishop or by the CES to a Member nominated by either of them determining their Membership.
- 10.5 Membership of the University is not transferable.

11. General meetings

- 11.1 A general meeting of the Members may be called by a Member or by the Governing Body by giving at least 14 days' notice in writing which shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be served on all Members, Governors and the Auditors. A general meeting may also be called on shorter notice in accordance with section 307 of the Companies Act.
- 11.2 There shall be no requirement to hold an annual general meeting.
- 11.3 There is a quorum at a general meeting if the number of Members personally present is at least four to include either the Archbishop or the Director of the CES. In the event of a deadlock, the Archbishop or, in his absence, the Director of the CES, shall have a casting vote.
- 11.4 Proceedings at general meetings shall be as proposed by the Governing Body in Regulations and approved by Members from time to time.
- 11.5 A written resolution, including without limitation by electronic communication, in accordance with the Companies Act and signed by a simple majority of Members (or in the case of a special resolution by a majority of not less than 75%) is as valid as a resolution passed at a general meeting.
- 11.6 The accidental omission to give notice of a general 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.
- 11.7 General meetings may be held by telephone or by televisual or other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

12. Amendments

- 12.1 Subject to the provisions of the Charities Act, the Companies Act, the Education Acts and of this Article 12, the Members may amend the provisions of these Articles with the prior

written consent of the Privy Council (but only if such consent is required by law) and of the CES.

- 12.2 No alteration or alterations shall be made to the provisions of these Articles which would:
- 12.2.1 vary this Article 12;
 - 12.2.2 vary Articles 4 or 6 without the prior consent of the Commission; or
 - 12.2.3 have the effect that the University would cease to be a company to which section 60 of the Companies Act applies or cease to be a charity at law.
- 12.3 A copy of any amendment made under these Articles shall be sent promptly to all bodies which regulate the University and to the Archbishop and to the CES.

INSTRUMENT OF GOVERNMENT

Articles 13 to 16 comprise the Instrument of Government of the University required by section 129B(2)(a) of the Education Reform Act 1988

13. The Governing Body

- 13.1 There shall be a Governing Body which shall have the control and management of the University and of its property and funds. The Governors shall be the directors of the University company under the Companies Act and its charity trustees under the Charities Act.
- 13.2 The Governors must obtain the prior approval of the Members in general meeting decided on a majority of the votes cast before transacting or taking any decision in relation to Restricted Business.
- 13.3 The Governing Body shall consist of not less than twelve persons and not more than twenty four persons, comprised as follows:
- 13.3.1 Three ex-officio Governors, namely:
 - (i) the Archbishop (or his nominee);
 - (ii) the Director of the CES (or his nominee); and
 - (iii) the Vice-Chancellor;
 - 13.3.2 Up to six Independent Governors nominated by the Archbishop and appointed by the Governing Body;
 - 13.3.3 Up to six Independent Governors nominated by the CES and appointed by the Governing Body;
 - 13.3.4 Three persons from within the University community appointed by the Governing Body in accordance with Regulations made by the Governing Body, two being members of Staff and one being a Student;
 - 13.3.5 Up to six Independent Governors co-opted by the Governing Body at a duly constituted meeting.
- 13.4 The following conditions shall apply to the appointment of Governors:

- 13.4.1 The Governing Body shall determine from time to time the number of Governors to be appointed pursuant to Articles 13.3.2, 13.3.3 and 13.3.5. Before making any such determination, the Governing Body shall consult with the Archbishop and with the CES.
- 13.4.2 The Clerk shall give written notice to the Archbishop and to the CES of any change in the composition of the Governing Body.
- 13.4.3 There shall be a minimum of three Governors nominated by each of the Archbishop and the CES and the Archbishop and the CES shall always be entitled to nominate the same number of Governors.
- 13.4.4 At all times the Archbishop (or his nominee), the Director of the CES (or his nominee) and their respective nominated Governors under Articles 13.3.2 and 13.3.3 shall constitute a majority of at least two.
- 13.4.5 If the number of Governors holding office under Articles 13.3.1 to 13.3.4 inclusive is twelve, there shall be no more than two co-opted under Article 13.3.5 and at all times the number of co-opted Governors shall be no more than the number of Governors to be nominated by each of the Archbishop and the CES under Articles 13.3.2 and 13.3.3.
- 13.4.6 At all times Independent Governors shall comprise at least two-thirds of the Governing Body.
- 13.4.7 The Governing Body shall ensure that a majority of Independent Governors shall have experience of and shall have demonstrated capacity in educational, commercial, industrial, voluntary or employment matters, the practice of any profession or of any other area deemed by the Governing Body to be relevant to the furtherance of the Objects.
- 13.4.8 The Governing Body shall make Regulations relating to the nomination, election, appointment and re-appointment of Governors, which shall take account of best practice in the governance of universities, the nature of the University as a Catholic institution and the promotion of equality of opportunity and diversity.
- 13.4.9 The Governing Body shall receive recommendations for the appointment of Governors from the Governing Body's Nominations Committee.
- 13.4.10 Subject to Article 13.4.11, a Governor (other than an ex-officio Governor) shall normally be appointed for a term of three years.
- 13.4.11 A Student Governor shall be appointed for a term of one year.
- 13.4.12 No Governor (other than an ex officio Governor) shall serve more than three consecutive terms of office unless exceptionally the Governing Body resolves to permit an extension of a term or a further term or terms in respect of a new or more senior role on the Governing Body provided that the maximum period of service in a new or more senior role does not exceed nine years.
- 13.4.13 The Archbishop or his appointed nominee shall be the Chair of the Governors. The Governors shall elect an Independent Governor to be the Vice-Chair. In the absence of the Chair or Vice-Chair, the Governors shall elect an Independent Governor to be chair of that meeting.

- 13.5 Every Governor after appointment or reappointment must sign a declaration of willingness to act as a director and as a charity trustee of the University in a form approved by the Governing Body from time to time before he or she may vote at any meeting of the Governors.
- 13.6 A Governor's term of office terminates:
- 13.6.1 automatically if he or she is disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee;
 - 13.6.2 automatically if he or she is incapable, whether mentally or physically, of managing his or her own affairs;
 - 13.6.3 if he or she is absent from all meetings of the Governors during a period of one year without leave and the Governing Body resolves that his or her term of office as Governor be terminated;
 - 13.6.4 automatically in the case of a Staff or Student Governor, if he or she ceases to be comprised in the Staff or Student Body;
 - 13.6.5 if he or she does not abide by the Code of Conduct approved by the Governing Body and the Governing Body resolves that his or her term of office as Governor be terminated;
 - 13.6.6 automatically if he or she resigns by written notice to the Governing Body (but only if at least two Governors will remain in office); or
 - 13.6.7 if he or she is removed by the person or persons who appointed or nominated him or her after due process as determined by the Governing Body under Regulations or by ordinary resolution of the Members under the Companies Act.
- 13.7 Every vacancy in the office of nominated Governor shall as soon as possible be notified to the proper nominating body and any competent Governor may be re-appointed. A Governor appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place he or she is appointed.
- 13.8 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.

14. Governors' Proceedings

- 14.1 The Governors must hold at least three meetings each year.
- 14.2 A quorum at a meeting of the Governing Body is at least half of the Independent Governors duly appointed to the Governing Body from time to time.
- 14.3 The continuing Governors or a sole Governor may act notwithstanding any vacancies in their number, but if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.4 A meeting of the Governing Body may be held either in person or (if agreed by the Governing Body) by televisual or other electronic or virtual means in which all participants may communicate simultaneously with all the other participants.

- 14.5 The Chair or (if the Chair is unable or unwilling to do so) the Vice-Chair or (if the Vice-Chair is unable or unwilling to do so) some other Governor chosen by the Governors present, presides at each meeting.
- 14.6 Subject to Article 13.1 every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Governors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 14.7 Except for the chair of the meeting, who has a casting vote, every Governor has one vote on each issue.
- 14.8 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.
- 14.9 The Governing Body shall make Regulations to govern procedure at Governors' meetings.
- 14.10 A Governor shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which he shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the indemnity insurance of members of the Governing Body are being discussed. If necessary, the chair of the meeting shall determine whether or not there is a conflict of interest for any Governor at a particular time.
- 14.11 The Governing Body shall make Regulations relating to conflicts of interest.
- 14.12 The Staff Governors and the Student Governor shall be deemed to have an interest in and shall withdraw from that part of any meeting of the Governing Body or of a committee of the Governing Body at which there will be consideration of the appointment, grading, promotion, suspension, dismissal, retirement, salary or conditions of service of or of any disciplinary or capability proceedings proposed to be taken against any member of Staff, unless invited by a resolution of the Governing Body or of the committee to remain.
- 14.13 The Student Governor shall withdraw from that part of any meeting of the Governing Body or of a committee of the Governing Body at which there will be consideration of his suspension, expulsion or of any other matter relating to him except where any regulation in the disciplinary or other procedure relating to Students entitles him to be present.
- 14.14 A conflict of interest or conflict of loyalty shall not be deemed to arise solely from the fact that any Member or Governor is also a trustee, charity trustee, director or governor of any Catholic Diocese, Catholic educational institution or Catholic religious order or of any other charity which permits its land to be occupied by a Catholic educational institution.
- 14.15 There shall be a register of Governors' interests maintained by the Clerk. The Governing Body shall make Regulations for the declaration of interests. The register shall be available for inspection by any Member, Governor, Staff, Student or any member of the public.

15. Governors' powers and duties

- 15.1 Subject to Article 13.1 the Governing Body has the following powers in the administration of the University:
- 15.1.1 to preserve and develop the Catholic mission and educational character of the University;

- 15.1.2 to ensure the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets;
- 15.1.3 to approve annual estimates of income and expenditure;
- 15.1.4 to delegate, subject to Article 16.4, any of their functions to committees consisting of two or more individuals appointed by them. At least a majority of every committee must be Governors and all proceedings of committees must be reported promptly to the Governing Body;
- 15.1.5 to appoint and determine the remuneration of auditors;
- 15.1.6 to appoint (and remove) a Clerk to act as secretary to the Governing Body. The Clerk shall also act as the Company Secretary in accordance with the Companies Act;
- 15.1.7 to make Regulations consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees;

and to make Regulations consistent with the Articles and the Companies Act to govern the administration of the University and the use of its seal (if any);
- 15.1.8 to appoint, grade, suspend, dismiss and determine the pay and conditions of the Vice-Chancellor and the holders of other Senior Posts;
- 15.1.9 to oversee the adoption of procedures to assist the resolution of disputes or differences amongst Staff and Students at the University;
- 15.1.10 to create any office of the University (including without limitation the office of Chancellor) and to determine the duties of any such office;
- 15.1.11 to confer any honorary title of the University upon any individual (with his or her consent); and
- 15.1.12 to exercise any powers of the University which are not reserved to a general meeting.

16. Committees

- 16.1 The Governors shall establish an Audit Committee, a Nominations Committee, a Remuneration Committee and such other committees as the Governors may determine.
- 16.2 The Governors shall determine the membership of and the terms of reference of any committee but a committee may draw up its own procedures.
- 16.3 A committee shall comprise a majority of Governors but may otherwise include non-Governors.
- 16.4 The Governors shall not delegate the following:
 - 16.4.1 safeguarding of the educational character and Catholic mission of the University;
 - 16.4.2 approval of the annual estimates of income and expenditure;
 - 16.4.3 ensuring the solvency of the University and safeguarding the University's assets; or

16.4.4 appointment and dismissal of the Vice-Chancellor or the holders of senior posts.

ARTICLES OF GOVERNMENT

Articles 17 to 36 comprise the Articles of Government of the University required by section 129B(2)(b) of the Education Reform Act 1988

17. Conduct of the University

17.1 The University shall be maintained in buildings provided at Strawberry Hill, Twickenham or any other suitable buildings elsewhere provided as a University for academic or professional education as determined by the Governing Body.

17.2 The University shall be conducted in accordance with guidance (if any) directed by the holder of the office of local Ordinary in the Archdiocese of Westminster from time to time, the provisions of the Education Acts, any relevant regulations, orders or directions made by the Privy Council or the Secretary of State, and in accordance with the Articles and any Regulations made under the Articles.

18. Vice-Chancellor

Subject to the responsibilities of the Governing Body, the Vice-Chancellor shall be the Chief Executive of the University and shall be responsible for:

- (i) making proposals to the Governing Body about the educational character and mission of the University and for implementing the decisions of the Governors;
- (ii) the organisation, direction and management of the University and leadership of the Staff;
- (iii) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Governing Body, of the pay and conditions of service of the Staff other than the holders of senior posts;
- (iv) the determination, subject to the responsibilities of the Governing Body, and after consultation with the Academic Board, of the University's academic activities and for the determination of its other activities;
- (v) preparing annual estimates of income and expenditure for consideration by the Governing Body, and for the management of budget and resources, within the estimates approved by the Governing Body; and
- (vi) the maintenance of student discipline and, within the rules and procedures provided for within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

19. Academic Board

19.1 There shall be an Academic Board of not more than twenty persons, comprising the Vice-Chancellor as Chair, and such of the Staff and Student Body as may from time to time be approved by the Governing Body. The Vice-Chancellor may appoint a vice-chair from amongst the persons comprised in the Academic Board to take the chair in his place. The period of appointment of persons comprised in the Academic Board and the selection or election arrangements shall be subject to the approval of the Governing Body.

19.2 Subject to the provisions of the Articles, to the overall responsibilities of the Governing Body and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for:

- (i) subject to the requirements of validating and accrediting bodies (where relevant), general issues relating to the research, scholarship, knowledge exchange, 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 the conferment of academic titles; the procedures for the exclusion of students for academic reasons and the procedures for student discipline and complaint;
- (ii) 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; and
- (iii) advising on such other matters as the Governing Body or the Vice-Chancellor may refer to the Academic Board.

19.3 The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities in the conduct and implementation of academic policies, provided that each establishment is first approved by the Vice-Chancellor and the Governing Body. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

20. Appointment of staff and Academic Freedom

20.1 The Vice-Chancellor

The Governing Body shall at a duly constituted meeting appoint a suitable and duly qualified Catholic to be the Vice-Chancellor. The Governing Body shall advertise nationally and shall take suitable measures to obtain applications from qualified candidates.

20.2 Deputy Vice-Chancellor and Pro Vice-Chancellors

The Governing Body may at a duly constituted meeting appoint suitable and duly qualified persons to be Deputy Vice-Chancellor or Pro Vice-Chancellors. The Governing Body shall take suitable measures to obtain applications from qualified candidates.

20.3 Other Staff Appointments

Other appointments to, and promotions of members of the teaching and non-teaching staff, shall be made by the Vice-Chancellor on behalf of the Governing Body in accordance with procedures laid down by the Governing Body.

20.4 Academic Freedom

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

21. Students

- 21.1 The Vice-Chancellor in consultation with the Academic Board shall regulate the admission of students to the University.
- 21.2 Termination or suspension of students' programmes for an unsatisfactory standard of work, or for other academic reasons, shall be undertaken by the University examinations board following procedures in Regulations approved by the Academic Board.
- 21.3 After consultation with the Vice-Chancellor and the Students' Union, the Governing Body shall make Regulations specifying procedures in accordance with which students of the University may seek redress for any grievances relating to their dealings with the University.
- 21.4 The Governing Body shall make arrangements for an association representing the Student Body to conduct and manage its own affairs and funds in accordance with the Education Acts and a constitution approved by the Governing Body. No amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless and until approved by the Governors. Such arrangements shall include provision whereby representation on matters of proper concern to the students may be made on their behalf to the Governors, the Academic Board and the Vice-Chancellor as may be appropriate.
- 21.5 The Students Union shall present audited accounts to the Governing Body annually.

22. Religious worship and instruction

- 22.1 The public worship and religious instruction in the University shall be in accordance with the teaching of the Catholic Church. Facilities for the other Christian denominations and other faith traditions will be made available to Students and Staff as requested subject to it being reasonably practicable.
- 22.2 The Archbishop shall decide whether any religious worship or religious instruction in the University, which purports to be in accordance with the rites, practices and doctrine of the Catholic Church, does or does not accord with those rites, practices and doctrine.

23. Financial matters

- 23.1 The Governing Body shall fix the tuition and other fees payable in respect of students of the University.
- 23.2 The Governing Body shall receive all fees in respect of students and all grants and loans made by the appropriate higher education funding council (subject to any terms and conditions attached to such payments).
- 23.3 The Governing Body shall pay all expenses connected with the University.

24. Regulations

- 24.1 Subject to the provisions of these Articles the Governing Body shall have full power to make Regulations for the management of the University and for the conduct of their own business.

25. Copies of the Articles and Regulations

- 25.1 A copy of the Articles, and any Regulations, shall be given to every Member and Governor and shall be available for inspection upon request to every member of the Staff and every Student.

26. Records and accounts

26.1 The Governing Body must comply with the requirements of the Companies Act and of the Charities Act and of all relevant regulatory bodies as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

26.1.1 annual reports;

26.1.2 annual returns; and

26.1.3 annual statements of account.

26.2 The Governing Body must keep proper records of:

26.2.1 all proceedings at general meetings;

26.2.2 all proceedings at meetings of the Governors;

26.2.3 all reports of committees; and

26.2.4 all professional advice obtained.

26.3 Accounting records relating to the University must be made available for inspection by any Member or Governor at any time during normal office hours and may be made available for inspection by Staff, Students or other persons with a proper interest who are not Members or Governors if the Governing Body so decides.

27. Notices

27.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means.

27.2 Any notice or document to be sent or supplied to a Member or Governor under these Articles may also be sent or supplied by the means by which the Member or Governor has asked to be sent or supplied with such notice or document from time to time.

27.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received;

27.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

27.3.2 two clear days after being sent by first class post to that address;

27.3.3 three clear days after being sent by second class or overseas post to that address;

27.3.4 on being handed to the Member or Governor (or, in the case of a Member organisation, its authorised representative) personally; or, if earlier,

27.3.5 as soon as the Member or Governor acknowledges actual receipt.

27.4 A technical defect in the giving of notice of which the Members or Governors are unaware at the time does not invalidate decisions taken at a meeting.