

**The Companies Act 2006**

**Company limited by guarantee and not having a Share Capital**

**Articles of Association**

**of**

**University of Winchester**

**These Articles are the instrument and Articles of Government as required by  
section 129B of the Education Reform Act 1988 (as amended)**

1. The name of the Company (hereinafter called "the University") is University of Winchester.
2. The Registered office of the University will be situated in England.

### 3. Interpretation

3.1. In these Articles, unless the context otherwise requires:

**"the Academic Staff"** means those staff of the University employed to plan, direct or undertake academic teaching and/or research;

**"the appointing authority"** means the Board of Governors unless otherwise specified;

**"these Articles"** means these Articles of Association or such other articles of association of the University from time to time in force in accordance with which the University is conducted;

**"the Auditors"** means the Auditors of the University;

**"the Board of Governors"** or **"the Board"** means the Board of Governors as a body or quorum of the Governors at a meeting of the Board of Governors, as provided by these Articles and being the Managing Trustees of the University;

**"the Chair of Governors"** means the person for the time being the Chair of the Board of Governors;

**"Charities Act"** means the Charities Acts 1992 to 2022;

**"the Clerk"** means the person appointed as the Clerk to the Board as provided by these Articles;

**"the Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the University;

**"Conflict of Interest"** means any direct or indirect interest of a Governor (whether personal by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the University;

**"Connected Person"** means any person falling within one of the following categories and where payment to that person might result in the Governor obtaining benefit: (a) any spouse, civil partner, child, step-child, sibling, parent, grandparent or grandchild of a Governor; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Governor or his or her partner; or (d) any company or LLP or firm of which a Governor is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

**"Designated Staff"** means the Vice-Chancellor and such other staff as determined from time to time by the Board;

**"the Education Acts"** means the Education Acts 1944 to 2011 and the Education Reform Act 1988, and Further and Higher Education Act 1992 and Learning and Skills Act 2000 and Higher Education Act 2004, and Higher Education and Research Act 2017 including any statutory modification or reenactment thereof for the time being in force;

**"External Governor"** means an independent governor who is not employed by the University, or a student of the University;

**"Governor"** means a person duly appointed as a Governor of the University as provided by these Articles, being a director of the University;

**"Local Authority"** shall be defined according to Section 579(1) of the Education Act 1996;

**"Member"** means a Member of the University, as provided by these Articles;

**"Month"** means calendar month;

**"the Office"** means the Registered Office of the University;

**"Ordinary Resolution"** means a resolution agreed by a simple majority of the Members present (in person or by proxy) and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power;

**"Procedures"** means provisions in writing made from time to time whether by Regulation, by the Vice Chancellor or by any representative body constituted pursuant to these Articles for the purpose of regulating the proceedings of that body;

**"the Professional Services Staff"** means those staff of the University employed in non-academic positions to provide specialist, operational, administrative or technical duties that support teaching, learning and research.

**"the Registers"** means the Registers of Members and Directors of the University;

**"Regulations"** means rules and regulations made from time to time pursuant to the powers in that behalf conferred by these Articles;

**"the Secretary of State"** means the Minister of the Crown upon whom may devolve the functions, duties and responsibilities for higher education insofar as they relate to the educational facilities from time to time provided by the University;

**"the Senate"** means the Senate of the University or a quorum of the members of the Senate at a meeting of the Senate as provided by these Articles and the Regulations;

**"Special Resolution"** means a resolution proposing changes to the Articles of Association or the name of the University of which at least fourteen days' notice has been given agreed by a seventy five percent majority of the Members present (in person or by proxy) and voting at a general meeting or in the case of a written resolution by Members who together hold seventy five percent of the voting power;

**"the Staff"** means all persons employed by the University;

**"Staff Governors"** mean members of staff, other than members of staff who are governors *ex-officio*, employed by the University and appointed as governors;

**"Student"** means a person enrolled on a course of study or instruction at the University or a sabbatical officer of the Students' Union;

**"Students' Union"** means an association of the generality of the Students of the University formed to further the educational purposes of the University and the interests of the Students as students and established pursuant to these Articles;

**"the United Kingdom"** means Great Britain and Northern Ireland;

**"the University"** means University of Winchester being a company limited by guarantee and not having a share capital;

**"the Vice-Chair of Governors"** means the person for the time being the Vice-Chair of the Board of Governors;

**"the Vice-Chancellor"** means the Vice-Chancellor, who is the Chief Executive of the University as provided by these Articles;

**"in writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

**"Written Resolution"** refers to an Ordinary Resolution or a Special Resolution which is in writing.

**"year"** means calendar year.

3.2. Words importing the singular number only shall include the plural, and vice versa.

3.3. A reference to one gender includes a reference to the other genders.

3.4. Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Act shall bear the same meanings.

3.5. In these Articles any reference to the provisions of any act or statutory instrument shall extend to and include any amendment or re-enactment of or substitution for the same affected by any subsequent act or statutory instrument.

4. The object of the University shall be the establishment conduct and development of a University for the advancement of higher and further education leading to the award of degrees or other appropriate qualifications including, in particular and without prejudice to the generality of the foregoing, the training of persons intending to enter into or who are engaged in the teaching profession.

5. The University in carrying out its objects shall comply with the provisions of the law relating to education and shall have and may exercise (but only to the extent to which the same may lawfully be exercised by an organisation having exclusively charitable objects) all or any of the following powers:

5.1. To provide, on such terms as the University shall think fit, and to admit Students to facilities for and to promote instruction study training and research both full-time and part-time having regard to the educational and training needs of the public.

5.2. To assess the performance of persons by examinations and by other means.

5.3. To provide, upon such terms as the University shall think fit, such libraries, teaching rooms, museums, laboratories and workshops, galleries, club rooms, premises for sports, playing fields, refectories and residential accommodation and

such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the University;

- 5.4. On the grounds of examination or study or research or other evidence of achievement or as a recognition of service to the University or as a mark of distinction and respect to grant to persons approved by the University such Degrees, Honorary Degrees, Diplomas, Licences, Certificates, Credits, Academic Distinctions or Awards as the University may think fit and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;
- 5.5. To participate as the University may think fit in any arrangements made with any university or institute of higher education or with any other body having the appropriate powers whereby Students of the University may become qualified to receive any Degrees or other academic qualifications of such other body;
- 5.6. To establish such relationships with other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of or taught at such other universities and educational institutions and other bodies as leading to Awards or Credits of the University;
- 5.7. To provide or cause to be provided accommodation and related facilities for Staff and Students;
- 5.8. To provide for the recreational, social and spiritual needs and general welfare of the Students and the Staff of the University;
- 5.9. To establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the University;
- 5.10. To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the University;
- 5.11. To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the University, and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions, and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;

- 5.12. To grant, lend or advance money or give credit to such persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisation or association for any purpose which may seem directly or indirectly to further all or any of the objects and powers of the University;
- 5.13. To solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions;
- 5.14. To borrow and raise money and secure or discharge any debt or obligation of or binding on the University in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the University, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description;
- 5.15. To undertake, execute and perform any trust or conditions affecting any property of any description of the University whether acquired by gift or otherwise;
- 5.16. To deposit or invest funds of the University in any manner taking advice from such persons with the appropriate financial expertise and experience as the Governors consider necessary (having regard to the suitability of investments and the need for diversification) and subject also to **Article 6**;
- 5.17. To delegate the management of investments to such persons with appropriate financial expertise and experience as the Governors consider appropriate, but only on terms that:
  - 5.17.1. the investment policy is set down in writing by the Governors;
  - 5.17.2. transactions are reported as appropriate to the Governors;
  - 5.17.3. the performance of the investments the investment policy and the delegation arrangements are reviewed regularly by the Governors;
  - 5.17.4. the Governors are entitled to cancel the delegation arrangement at any time
  - 5.17.5. any fees payable are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
  - 5.17.6. nothing is done that is outside the powers of the Governors;
- 5.18. To arrange for investments or other property of the University to be held in the name of a nominee company on terms agreed by the Governors or by a financial expert acting under their instructions and to pay any reasonable fee required;

- 5.19. To deposit documents and physical assets with any company registered or having a place of business in England as custodian, and to pay any reasonable fee required;
- 5.20. To employ and engage the services of such persons as are considered necessary for furthering the objects of the University;
- 5.21. To grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuation funds or arrangements for the benefit of, and pay or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the University or any subsidiary undertaking of the University or their dependants and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- 5.22. To found or maintain Fellowships, Exhibitions, Scholarships, Bursaries, Studentships and Prizes and similar encouragements to academic work;
- 5.23. To promote, arrange, organize and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being Students of the University and to provide opportunities and facilities for persons to undertake study and research;
- 5.24. To provide advisory services and centres for information for the use of the Students or Staff of the University or, upon such terms as the University shall think fit, for the use of the public or any class of members of the public;
- 5.25. To license, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs, trademarks or written or other material in which the University or any Student or member of the Staff may have been involved and to apply for patents and copyrights and other protections in respect thereof;
- 5.26. To prepare, edit, print, publish, issue, acquire, circulate and distribute books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;
- 5.27. To acquire or cause to be acquired (whether by purchase, lease, exchange, hiring or otherwise) any real or personal property and any rights or privileges, and to enter into agreements and arrangements to secure the provision of the same, and to undertake or cause to be undertaken the development, construction, maintenance and alteration of any property, buildings or erections which the University may think necessary for or conducive or incidental to the furtherance of all or any of the objectives and powers of the University;

- 5.28. To provide for the discipline of Staff, Students and other persons using any of the facilities of the University and to regulate such use in such manner as the University may think fit;
- 5.29. To make and publish any regulations and procedures for the government and conduct of the University and its Students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- 5.30. To prescribe, alter, vary or waive fees, subscriptions and charges of all descriptions to be levied or made by the University;
- 5.31. To manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of any real or personal property that may be required for the promotion of the objects of the University;
- 5.32. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 5.33. To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the University or funds or property of which the University shall be the manager or trustee;
- 5.34. To undertake and carry out the office or offices and duties of manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate for any purpose which may seem directly or indirectly to further all or any of the objects of the University;
- 5.35. To accept payment in discharge or satisfaction of any debt, obligation or liability to the University in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such terms as may be considered expedient;
- 5.36. To pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the University, either in cash or any other securities which the University has power to issue for the provision of services or in any combination of the above and generally on such terms as may be considered expedient;
- 5.37. To pay all the costs and expenses, preliminary to or necessary for the formation of the University and its registration to include the taking over the whole of the real and personal property belonging to and to undertake all liabilities of the unincorporated body known as the University of Winchester whose purposes are the same as those set out in the Objects;
- 5.38. To raise funds for the advancement of the above objects and not with a view to profit;



- 5.39. To pay indemnity insurance for the Governors;
- 5.40. To do anything else within the law which promotes or helps to promote the objects provided that such activities are charitable.

## **6. Benefits to Members and Governors**

- 6.1. The funds and property of the University must be used only for promoting the objects of the University and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the University and (subject as aforesaid) no Governor shall be appointed to any paid office of the University and no remuneration or other benefit in money or money's worth shall be given by the University to any Governor.
- 6.2. The foregoing provisions shall nevertheless be subject to the following exceptions:
  - 6.2.1. Governors and Members may be reimbursed reasonable out-of-pocket expenses actually incurred by them in connection with their attendance to any matter affecting the University (including hotel and travel costs);
  - 6.2.2. Governors and Members of the University may consider and vote upon proposals for the University to ensure the Governors and Members of the University against liabilities incurred by them arising out of their office and the University obtaining such insurance and paying the premiums;
  - 6.2.3. Governors and Members may benefit from insurance policies effected under **Article 6.2.2** above in relation to the objects of the University;
  - 6.2.4. Governors and Members of the University may be paid interest at a reasonable rate on money lent to the University;
  - 6.2.5. Governors and Members of the University may be paid a reasonable and proper rent or hiring fee for property or equipment let or hired to the University;
  - 6.2.6. The Vice-Chancellor, and members of Staff of the University who are Governors may be paid all remuneration, fees and royalties to which they would be entitled if they were not Governors provided always:
    - a. that save for the Vice Chancellor, no member of Staff of the University who is a Governor shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to the conditions of service of a member of Staff of the University who is a Governor;
    - b. and the Vice-Chancellor shall not be entitled to vote upon any resolution providing for payment of or relating to the remuneration or conditions of service of the Vice-Chancellor;

- 6.2.7. Payment may be made by the University to any company in which a Governor or Member of the University holds not more than a one per cent shareholding in the company and such Governor or Member shall not be required to account for any share of the profits of the company he or she may receive in respect of such a payment;
- 6.2.8. Governors and Members are entitled to an indemnity in respect of any liabilities properly incurred in the running of the University (including the costs of a successful defence to criminal proceedings);
- 6.2.9. In exceptional cases other payments may be made and benefits given where written approval of the Charity Commission is obtained in advance.
- 6.3. Save as provided for in **Article 6.2.6** a Governor may not be an employee of the University, but a Governor or a **Connected Person** may enter into a contract with the University to supply goods or services in return for a payment or other material benefit 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 at a meeting of the Governors in accordance with the procedure described in **Article 19** (Conflicts of Interest);
  - 6.3.3. and no more than one third of the number of the Governors are interested in such a contract in any financial year (and for these purposes such provision shall be treated as applying to a Governor if it applies to a person who is a Connected Person in relation to that Governor).
- 6.4. For any transaction authorised by **Article 6.2** or **Article 6.3**, the Governor's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the University shall be disapplied provided the relevant provision of **Article 6.2** or **Article 6.3** have been complied with.

## 7. Liability of Members

- 7.1. The liability of the Members is limited.
- 7.2. Every Member of the University undertakes if the University is dissolved while he or she is a Member, or within one year afterwards, to pay up to One Pound (£1.00), towards the costs of dissolution and the liabilities incurred by the University while he or she was a Member.

## 8. Dissolution

- 8.1. The Members may by resolution of all the Members discontinue the University provided that such discontinuance shall not take place except at the end of an academic year.

8.2. In the event of the discontinuance of the University the following provisions of this Article shall take effect:

8.2.1. The Members shall be responsible for the winding up of the affairs of the University (including in particular the termination of Contracts of Employment of and all necessary consequential payments to persons employed for the purposes of the University) and for settling all liabilities lawfully incurred by the Governors.

8.2.2. If upon the winding up or dissolution of the University there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the University but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the University and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the University under or by virtue of **Article 6** hereof such institution or institutions to be determined by the Members of the University at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable objects.

## **9. Anglican Foundation of the University.**

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

## **10. Conduct of the University**

10.1. The University shall be conducted in accordance with the applicable provisions of the Companies Acts and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles. Subject to the foregoing, the affairs of the University shall be conducted by the Board of Governors who may exercise all such powers of the University as are not by the Companies Acts or by these Articles required to be exercised by the University in general meeting.

10.2. The University and the Board of Governors shall take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured and promoted for members, students and employees of the University and for visiting speakers.

## **11. Membership of the Board of Governors**

11.1. The Board of Governors shall from time to time make Regulations and Procedures for the appointment and re-appointment of Governors and for the appointment and re-appointment of the Chair and Vice Chair of Governors.

- 11.2. Subject to the following sub-paragraphs of this **Article 11**, the Board of Governors shall consist of no fewer than 14 persons and not more than 18 as the Board will determine from time to time, and shall consist of:

11.2.1.

- a. The Bishop of Winchester, *ex officio*
- b. The Vice-Chancellor, *ex officio*
- c. A member of Senior Staff nominated by the Vice-Chancellor, *ex officio*
- d. The President of the Students' Union, *ex officio*
- e. Two Staff Governors, being one member of Academic Staff and one member of Professional Services Staff
- f. No fewer than eight but up to twelve External Governors.

- 11.3. No person who is a member of the Staff of the University or who is a Student at the University shall be eligible for an appointment as an External Governor.

## **12. Appointment of *Ex Officio* and Nominated Governors**

- 12.1. The Bishop of Winchester shall be a Governor *ex officio*
- 12.2. The Vice-Chancellor shall be a Governor *ex officio*;
- 12.3. A senior member of staff nominated by the Vice-Chancellor shall be a nominated governor;
- 12.4. The President of the Students' Union shall be a Governor *ex officio* and:
- 12.5. One member of the Academic Staff of the University, being recommended by the Senate from amongst its members and subject to the normal selection process for the appointment of governors shall be a nominated Governor.
- 12.6. One member of the Professional Staff of the University shall be a nominated Governor. The appointment shall be made by application and subject to the normal selection process for the appointment of governors.
- 12.7. Where an *Ex Officio* or Nominated Governor ceases before the end of their period of office to be a member of staff or a student of the University (as the case may be) their office shall become vacant at the same time.
- 12.8. The arrangements for the appointment of the Nominated Governors under 12.4 and 12.5 shall be determined by the Governors. The Board shall determine any question as to whether any person is qualified in accordance with the preceding provisions of this Article for appointment as a member of the Governors of any description or category.

### 13. Appointment of External Governors

- 13.1. The External Governors shall be appointed by resolution of the Board of Governors passed at a meeting of which not less than 14 days' notice shall have been given and may be so appointed before the expiry of the term of office of an existing External Governor (but so that the latter shall not vote on the matter). Such appointment shall take effect from the said date of expiry.
- 13.2. Except as herein before provided: -
- 13.2.1. a person appointed by a body to be a Governor need not be a member of that body;
- 13.2.2. no person employed by the University and no Student of the University shall be a Governor other than under the provisions of 12.2, 12.3 and 12.4 above.
- 13.3. Subject to **Articles 11.1 and 13.4**:
- 13.3.1. The President of the Students' Union shall hold office until the end of the academic year in which they are appointed or until their appointment by the students comes to an end, whichever is sooner;
- 13.3.2. other Governors (not being Governors ex-officio) shall hold office for a term of three years;
- 13.3.3 Any person who has previously been a Governor shall be eligible for re-appointment up to a maximum of three terms of three years each in total. Nominations Committee may recommend to the Board for approval a further extension of up to one term for a Chair or Vice-Chair appointed to that role part way through a standard term of office as Governor.
- 13.4. Notwithstanding **Article 11.1**, a Governor shall cease to be a Governor:
- 13.4.1. If they resign from office as Governor by notice in writing to the Board, such resignation being effective from the date of receipt of the notice or date of resignation specified therein whichever shall be the later; or
- 13.4.2. If at any time the Board of Governors are satisfied that any Governor -
- a. has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
  - b. is unable or unfit to discharge the functions of a Governor, for example failing to declare their interests as required, or being prohibited by law from acting as a company director, or being disqualified as a charity trustee; or
  - c. is to be removed from office by resolution duly passed pursuant to Section 168 of the Companies Act 2006;

then the Board of Governors may by notice in writing to that Governor remove them from office, and thereupon the office shall become vacant.

#### **14. Register of Members and Directors**

- 14.1. The Members shall be all the Governors from time to time.
- 14.2. The Directors shall be all the Governors from time to time.
- 14.3. No person shall hold office as, or act as, a Governor whether on a first or on any subsequent entry into office (except in the case of immediate re-appointment to office) until that person has agreed in writing to become a Member of the University and his or her name has been entered in the Register of Members and Directors.
- 14.4. A Governor shall retire and his or her name shall be removed from the Register of Members and Directors upon ceasing to be a Governor. The membership and all rights of a Governor shall be personal and shall not be transferable and the Governor's name shall be removed from the Register upon the Governor's death.

#### **15. Chair and Vice Chair of the Board of Governors**

- 15.1. The Board of Governors shall appoint Governors to be respectively Chair and Vice Chair of the Board and any other officers which the Governors may determine for such term or terms as they shall see fit. Unless they resign from or become ineligible to hold such office or are removed from such office by resolution of the Board or otherwise cease to be Governors as a result of the operation of **Article 14.4** the Chair and Vice Chair shall be deemed to continue in office until their successors are appointed. The Board may fill a vacancy arising in either of these offices for the remainder of the term of office in which the vacancy occurs. The Chair and Vice Chair of the Board shall not be eligible for appointment to such office after serving as a Governor for three terms of three years, but subject thereto may complete a term of office that commences before the expiration of the said period of three terms of three years.

#### **16. Powers and Duties of the Board of Governors**

- 16.1. Without prejudice to **Article 10** the Board of Governors shall be responsible inter alia for:
  - 16.1.1. the determination of the educational character and objectives of the University and for the oversight of its activities;
  - 16.1.2. the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
  - 16.1.3. approving annual estimates of income and expenditure;
  - 16.1.4. the determination of identity of the Designated Staff, save that the Vice Chancellor, and the Clerk shall always be members of the Designated Staff;

- 16.1.5. the assignment of duties and of the appraisal of the Vice -Chancellor;
- 16.1.6. the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Designated Staff provided that:-
  - a. the Vice-Chancellor shall uphold and support the Anglican foundation of the University.
  - b. before making the appointment of Vice Chancellor, the Governors shall take suitable measures including national advertising to obtain applications from suitably qualified candidates and a robust selection process involving not less than three such applicants, if there be so many, as appear to them qualified for the post;
- 16.1.7. ensuring that a framework for the pay and general conditions of employment of the Staff who are not Designated Staff is set;
- 16.1.8. ensuring that after consultation with the recognised representatives of the Staff, rules relating to the conduct of the Staff are made;
- 16.1.9. the appointment of Auditors.
- 16.2. The Board may exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue bonds, debenture stock or other securities, whether outright or as security for any debt or obligation of the University.
- 16.3. Subject to **Article 16.6** below, the Board may establish a Committee or Committees with terms of reference provided by Regulations to determine or advise on such matters including relating to employment policy or finance as the Board may remit to them. The membership of any such Committee or Committees shall consist of such Governors as the Board shall determine.
- 16.4. Committees of the Board may only establish sub-committees subject to the approval of the Board.
- 16.5. No person who is not a Governor shall be the Chair or Vice Chair of a Committee of the Board.
- 16.6. Subject to these Articles and the Regulations, the Board may from time-to-time delegate to any Committee of the Board, Senate or to the Chair of a sub-committee of the Board or to the Vice Chancellor the exercise of all or any of the powers and duties conferred upon it by these Articles or otherwise, on such terms and conditions as it determines. The Board shall not delegate all or any of its powers or duties in connection with;
  - 16.6.1. the determination of the educational character and objectives of the University and for the oversight of its activities; or

- 16.6.2. the solvency of the University and for safeguarding its assets; or
  - 16.6.3. approving annual estimates of income and expenditure; or
  - 16.6.4. the determination of membership of the Designated Staff; or
  - 16.6.5. the appointment and dismissal of the Designated Staff; or
  - 16.6.6. the appointment of Auditors; or
  - 16.6.7. the recommendation to the University in general meeting for the approval, revoking, amendment or variation of these Articles or any of them; or
  - 16.6.8. the termination of the membership of any Governor.
- 16.7. The Board shall not delegate to any person who is not a Governor or to any body or Committee that does not consist of a majority of Governors the authorization of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Board 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.

## **17. Proceedings of the Board of Governors**

- 17.1. The Board of Governors may meet together for the dispatch of business, may adjourn, and may by Procedures or otherwise regulate its meetings as it shall from time to time think fit but shall hold at least three meetings in every year.
- 17.2. The agenda and accompanying papers shall be circulated to all Governors not less than five working days before an ordinary meeting.
- 17.3. The Clerk to the Governors, at the requisition of the Chair or of any four or more of the Governors, may summon a meeting of the Board by giving to him or her personally or by word of mouth or by sending a notice thereof by electronic mail or electronic means to every Governor at the Governor's University email address or other email 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 seven clear days before the day for which the meeting is summoned except:
  - 17.3.1. where the Chair or (in the absence of the Chair) the Vice Chair has deemed shorter notice to be necessary
  - 17.3.2. where the matters to be discussed include the appointment of an External Governor when not less than 14 clear days' notice must be given.
- 17.4. 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 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 Board to any Governor for the time being absent from the United Kingdom.

- 17.5. The quorum for meetings of the Board shall be ten Governors of whom at least six shall be External Governors provided that:

17.5.1. If a meeting is quorate, but less than half the Governors present are External Governors, a majority of the External Governors present shall be able to require that a decision be deferred to the next meeting but no decision shall be deferred more than once under this provision;

17.5.2. If at the time appointed for a meeting or at any time during a meeting a sufficient number of Governors to form a quorum is not present the meeting shall stand adjourned indefinitely and a special meeting (as hereafter defined) shall be summoned as soon as conveniently may be;

17.5.3. Any meeting may be adjourned by resolution;

17.5.4. A meeting shall be deemed to be quorate if the number of Governors present would have been sufficient to form a quorum but for the withdrawal from the meeting of any Governor or Governors for a particular item as required by the terms of these Articles.

- 17.6. The Chair shall preside at every meeting of the Board or, if the Chair shall not be present or is unwilling to act, the Vice Chair shall if present and willing to act preside, failing which the Governors present shall elect one of their number from amongst the External Governors present to be Chair of the meeting.

- 17.7. The Governors may act as the Board notwithstanding any vacancy in their body.

- 17.8. All acts done by any meeting of the Board or of a Committee of the Board or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

- 17.9. Questions arising at a meeting shall be determined by a majority of votes of the Governors present and voting and in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

- 17.10. A resolution in writing signed by at least two thirds of the Governors entitled to receive notice of a meeting of the Board or by at least two thirds of the members of a Committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said Governors or the said members of such Committee) or a resolution to which at least two thirds of such Governors or such members of a Committee has signified approval in writing or by electronic transmission shall be as valid and effective as if it had been passed at a meeting of the Board or of such Committee (as the case may be) duly called and constituted.

- 17.11. Any resolution of the Board may be rescinded or varied at any subsequent meeting of the Board if notice of the proposal to rescind or vary the resolution has been given to all Governors and if the subject matter of the resolution (and any proposed variation) appears in the notice of such meeting.
- 17.12. Any resolution of the Governors may be ratified at a subsequent meeting if it is found that the original resolution was invalid for a procedural reason and, if so ratified, shall be deemed to have been valid and effective from the date on which the resolution was passed originally.
- 17.13. Governors shall always act in the best interests of the University and shall not be bound in their speaking and voting at meetings of the Board by instructions given to them by other persons or bodies. The Board shall not accept the appointment of proxies, other than provided for in relation to general meetings (20.1).

## 18. Conflicts of interest

- 18.1. Whenever a Governor finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Governors unless, or except to the extent that, the other Governors are or ought reasonably to be aware of it already.
- 18.2. Whenever a matter is to be discussed at a meeting or decided in accordance with **Article 17.10** and a Governor has a Conflict of Interest in respect of that matter then, subject to **Article 19**, he or she must:
  - 18.2.1. remain only for such part of the meeting as in the view of the other Governors is necessary to inform the debate;
  - 18.2.2. not be counted in the quorum for that part of the meeting or decision-making process; and
  - 18.2.3. withdraw during the vote and have no vote on the matter.
- 18.3. If any question arises as to whether a Governor has a Conflict of Interest, the question shall be decided by a majority decision of the other Governors.
- 18.4. When a Governor has a Conflict of Interest which he or she has declared to the Governors, he or she shall not be in breach of his or her duties to the University by withholding confidential information for the University if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.
- 18.5. The Board shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Governor, any member of the Staff, any Student or any member of the public. A Governor must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the University, or any transaction or arrangement entered into by the University which has not previously been declared.

- 18.6. The Governors may be repaid by the University travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or any general meetings of the University or in rendering any other service in their capacity as Governors but shall not be entitled to any remuneration for their services as Governors.
- 18.7. A Governor shall be deemed not to be interested in any contract or arrangement or any matter arising from it if that Governor's interest therein arises solely by virtue of that Governor being a Member of the University or a member of a company in which the Governor holds not more than one per cent of the capital.

## **19. Governors' power to authorise a conflict of interest.**

- 19.1. The Governors may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
- 19.1.1. any matter which would otherwise result in a Governor infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and
- 19.1.2. The manner in which a Conflict of Interest arising out of any Governor's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Governor with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum, provided that when deciding to give such authorisation the provisions of **Article 18** shall be complied with and provided that nothing in this Article shall have the effect of allowing the Governors to authorise a benefit that is not permitted in accordance with the Articles.
- 19.2. If a matter, or office, employment or position, has been authorised by the Governors in accordance with this Article then, even if they have been authorised to remain at the meeting by the other Governors, the Governors may absent themselves from meetings of the Governors at which anything related to that matter, or that office, employment or position, will or may be discussed.
- 19.3. A Governor shall not be accountable to the University for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Governors in accordance with this Article (subject to any limits or conditions to which such approval was subject).

## **20. General meetings**

- 20.1. Governors in their capacity as members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the University before the commencement of the meeting).
- 20.2. General meetings are called on at least fourteen and not more than twenty-eight clear days' written notice indicating the business to be discussed and every notice of a general meeting must include a prominent statement of the members' right to appoint a proxy that complies with the requirements of the Companies Acts.

- 20.3. There is a quorum at a general meeting if the number of Members present in person or by proxy is at least ten, of whom at least six shall be Members who are not Staff Governors appointed under **Article 11**.
- 20.4. The Chair of the Board shall chair every general meeting of the University. If the Chair of the Board shall not be present in person within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Chair, if any, of the Board shall if present and willing to act preside. Failing which the Members present or by proxy shall elect one of their number from one of the External Governors to be Chair of the general meeting in their personal capacity as a Member and not as proxy for another Member.
- 20.5. Except where otherwise provided by these Articles or the Companies Acts, every issue is decided by Ordinary Resolution.
- 20.6. Every Member present in person or by proxy has one vote on each issue.
- 20.7. Except where otherwise provided by these Articles or the Companies Acts, a Written Resolution (whether an Ordinary Resolution or a Special Resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose, the Written Resolution may be set out in more than one document.
- 20.8. The University may (but need not) hold a general meeting as an Annual general meeting in any year.
- 20.9. A general meeting may be called by the Governors at any time and must be called within 21 days of a written request from one or more Governors (being Members), at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership.
- 20.10. A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

## **21. Vice-Chancellor**

- 21.1. The Board shall appoint a Chief Executive of the University, upon such terms and conditions of employment as it shall think fit, who shall be called the Vice Chancellor or such other designation as the Board shall think fit.
- 21.2. The Vice Chancellor shall fulfil the requirements of **Article 16.1.6(a)**.
- 21.3. Upon the occurrence of a vacancy or expected vacancy in the office of the Vice Chancellor, the post of Vice Chancellor shall be advertised nationally.
- 21.4. The detailed arrangements for the appointment to the post of Vice Chancellor shall be made by a Committee appointed by the Board who will make a recommendation for appointment to the Board of Governors. The Bishop of Winchester will be a member of the Committee and will sit on the final interview panel for the appointment of the Vice-Chancellor.

- 21.5. In the event of a vacancy in the office of Vice Chancellor or the absence of the Vice Chancellor by reason of illness or otherwise, the Board may appoint, on such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an Acting Vice Chancellor.
- 21.6. The Vice Chancellor shall be responsible to the Board, including for the responsibilities set out below;
- 21.6.1. for making proposals to the Board about the educational character and mission of the University and for implementing the decisions of the Board;
- 21.6.2. for the organisation direction and management of the University and leadership of the Staff;
- 21.6.3. for the assignment of duties and the appraisal of Designated Staff other than the Vice Chancellor.;
- 21.6.4. for the appointment, assignment of duties, grading, appraisal and suspension and dismissal of members of the Staff other than the Designated Staff;
- 21.6.5. for the determination (within the framework set by the Board) of the pay and conditions of employment of the Staff other than the Designated Staff;
- 21.6.6. having regard to the educational objectives of the University for the planning and examination of the academic programmes and other activities of the University, after consultation with the Senate on matters relating to the quality and academic standards, curriculum content, operation and delivery of courses and other matters referred to in **Article 28.1.1.**
- 21.6.7. for preparing annual estimates of income and expenditure and the strategy for fees and charges for consideration by the Board and for the management of budget and resources within the estimates approved by the Board and for the allocation and the effective and efficient use of resources;
- 21.6.8. for making arrangements for University terms, vacations and occasional days;
- 21.6.9. for regulating the admission of Students to the University so that no Student shall be refused admission to the University on other than reasonable grounds;
- 21.6.10. for the internal organisation and discipline of the Staff and Students of the University;
- 21.6.11. for reporting to the Governors:
- a. on such matters as they may prescribe from time to time; and

b. on the work of the Senate;

21.6.12. for the maintenance of Student discipline and (within the Regulations) for the suspension or exclusion of Students on disciplinary grounds and for implementing decisions to exclude Students for unsatisfactory work or other reasons;

21.7. The Vice Chancellor may delegate the exercise of any or all of the powers or duties listed in **Article 21.6** or delegated to them under **Article 16.6**, except where these Articles or the Regulations specifically prohibit such delegation, to a group of senior staff, the University Leadership Team, to assist in discharging the Vice Chancellor's role. The structure of the group shall be subject to the approval of the Board. In respect of **Article 21.6.4**, the Vice Chancellor may delegate the dismissal of the Staff other than Designated Staff only to a member of the University Leadership Team. Notwithstanding the foregoing the Vice Chancellor shall remain responsible for the proper discharge of such functions.

## **22. The Clerk**

22.1. The Board of Governors shall appoint the Clerk of the University and may suspend or remove such person from that appointment. If required, the Board may from time to time appoint an Assistant Clerk or Clerks to act in the absence of the Clerk and may suspend or remove such person or persons from that appointment.

22.2. A provision of the Act or the Articles requiring or authorising a thing to be done by a Governor and the Clerk shall not be satisfied by its being done by the same person acting both as Governor and as the Clerk.

## **23. The Appointment and Promotion of Staff**

23.1. Subject to the provisions of these Articles and the Regulations the Vice Chancellor shall have the power to appoint and promote the Staff of the University (other than the Designated Staff).

23.2. The Board shall ensure that general principles are established in the Regulations governing the way in which the Vice Chancellor may exercise the powers of appointment and promotion. The Regulations may contain different provisions for different categories of the Staff.

23.3. The Board shall ensure that a framework for pay is implemented for all members of the Staff and shall determine a framework for general conditions of employment for all members of the Staff.

23.4. Each member of the Staff shall serve under a contract of employment with the University. The contract shall comply with the employment legislation and amendments that are made to this legislation from time to time and that would apply to such contracts and to the provisions set out in these Articles relating to dismissal and suspension.

## **24. Conduct of the Staff**

- 24.1. The Board of Governors shall ensure that, after consultation with the recognized representatives of the Staff, Rules governing the conduct of the Staff and the discipline of the Staff for occasions of misconduct are made.
- 24.2. The Board shall secure and promote the freedom of Academic Staff, within the law, to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University, or reducing their likelihood of securing promotion or different jobs at the University.

## **25. Suspension of the Staff**

- 25.1. The Chair of the Board of Governors or, in their absence, the Vice Chair may suspend from duty with pay a member of the Designated Staff for alleged misconduct or other good and urgent cause. The Chair or Vice Chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- 25.2. The Vice Chancellor or their nominee from the Executive Leadership Team may suspend from duty with pay any member of the Staff other than a member of the Designated Staff for alleged misconduct or other good and urgent cause.
- 25.3. Anyone who is suspended from duty under **Articles 25.1 or 25.2** shall be entitled to receive from the Vice Chancellor, or in the case of a member of the Designated Staff, from the Chair or Vice Chair of the Board of Governors written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 25.4. Procedures for the suspension of the Staff under **Articles 25.1 or 25.2** shall be specified in Regulations that the Board of Governors ensures are made after consultation with the recognised representatives of the Staff. The Regulations shall include provision that:
  - 25.4.1. any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension;
  - 25.4.2. any appeal made under **Article 25.4.1** shall be considered as soon as practicable; and
  - 25.4.3. a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

## **26. Dismissal of the Staff**

- 26.1. **A Member of the Designated Staff including the Vice Chancellor and the Clerk**
  - 26.1.1. Procedures for the dismissal of Designated Staff and for the consideration of appeals against dismissals shall be specified in Regulations made after consultation with Designated Staff and the Regulations shall include the rights of representation and appeal.

26.1.2. No Designated Staff member shall be dismissed without having the opportunity to exercise a right of appeal to the Board of Governors.

## **26.2. Other Members of the Staff**

Procedures for the dismissal of a member of the Staff and for the consideration of appeal against dismissal shall be specified in Regulations after consultation with the recognised representatives of the Staff and the Regulations shall include the rights of representation and appeal.

## **27. Staff and Student Grievance Procedures**

27.1. The Board of Governors shall ensure that Regulations are made, after consultation with the recognised Staff representatives, by means of which the Staff may seek redress of any grievances relating to their employment.

27.2. The Board shall satisfy itself that Students have adequate opportunity to raise matters of proper concern to them at all appropriate levels in the University. This shall include the provision of a Student Complaints Procedure.

## **28. The Senate**

28.1. Subject to the provisions of these Articles to the overall responsibility of the Board of Governors and to the responsibilities of the Vice Chancellor, the Senate shall be responsible for matters as set out in its terms of reference (as approved from time to time by the Board of Governors) including:

28.1.1. general issues relating to the research, scholarship, teaching and courses at the University.

28.1.2. advising on such other matters as the Board of Governors or the Vice Chancellor may refer to the Senate.

28.2. The period of appointment of the members of Senate and the selection or election arrangements shall be subject to the approval of the Governors.

28.3. The Senate may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Vice Chancellor.

## **29. Students' Union**

29.1. A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors. No amendment to or rescission of that constitution in part or in whole shall be valid unless and until approved by the Board of Governors.

29.2. The Students' Union shall present to the Board audited accounts annually within six months after the close of each accounting period.

## **30. Conduct of Students**



- 30.1. After consultation with the Senate and with representatives of the Students, the Board of Governors shall ensure that Regulations governing the conduct of Students, including provision for the discipline of Students and the grounds of misconduct and for suspension and expulsion, are made.

### **31. Exclusion of Students**

- 31.1. After consultation with the Board of Governors and with representatives of the Students, the Board of Governors shall ensure that ~~establish~~ Procedures governing the exclusion of Students from the University for other than academic reasons are established.

### **32. Provision of information**

- 32.1. A copy of these Articles and of the Regulations and Procedures shall be given to every Governor and shall be available for inspection upon request to every member of the Staff and every Student or prospective Student or member of the public.
- 32.2. The Board shall cause records to be made:
- 32.2.2. of all Regulations and Procedures made by the Board;
  - 32.2.3. of all resolutions and proceedings at all meetings of the Members of the University and of the Board and of Committees of the Board and Senate;
  - 32.2.4. of all appointments of Governors and Designated Staff;
  - 32.2.5. of the names of the Governors present at each meeting of the Board and of any Committee of the Board and Senate;
- 32.3. The agenda, papers and minutes for meetings of the Board and Committees of the Board (except in such cases where the Board or the Committee concerned or Senate or in the case of agendas the Chair deems that any document shall be kept confidential, for example on grounds that it treats matters which are commercially or legally sensitive or which relate to the affairs of named or identifiable individuals or to the relationship between the University and another party the interests of whom are to be safeguarded) shall be available for inspection upon request by every Governor member of the Staff and every Student and the Board shall arrange for all practicable steps to be taken to maintain these documents in accordance with applicable data protection legislation and any regulatory requirements.

### **33. Accounts and Financial Procedures**

- 33.1. The Board of Governors shall cause proper accounts to be kept with respect to:
- 33.1.2. all sums of money received and expended by the University and the matters in respect of which the receipt and expenditure takes place; and
  - 33.1.3. all sales and purchases by the University; and

33.1.4. the assets and liabilities of the University;

33.1.5. Proper accounts and records shall not be deemed to be kept if there are not kept such accounts and records as are necessary to give a true and fair view of the state of affairs of the University and to explain its transactions.

33.2. The accounts shall be kept at the Office of the University or, subject to the Companies Acts, at such other place or places as the Board think fit and shall be open to the inspection of the Governors and of such other persons as the Board may authorize.

33.3. The Board shall from time to time in accordance with the Companies Acts and the Charities Act and as otherwise required by these Articles or the Regulations cause to be prepared and to be laid before the University in general meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in the Companies Acts, the Charities Act, these Articles or the Regulations.

33.4. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the University in general meeting, together with a copy of the Auditors' Report, shall be sent to every Member of the University provided that this Article shall not require a copy of these documents to be sent to any person of whose address the University is not aware.

33.5. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the University shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

#### **34. Auditors**

34.1. The Board of Governors shall be responsible for the appointment of Auditors and for the regulation of their duties in accordance with the Companies Acts, the Charities Act, these Articles and the Regulations.

#### **35. Attorneys**

35.1. The Board may, by power of attorney or otherwise, appoint any person to be the agent or attorney of the University upon such terms (including terms as to remuneration) as it may decide. The Board may remove any person appointed under this Article and may revoke or vary the appointment save that no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

#### **36. Regulations**

36.1. The Board of Governors shall have power to make Regulations concerning such matters as under the Articles are to be provided for by Regulations and concerning such other matters with regard to the government and conduct of the University as it shall think fit.

36.2. Provided that:

36.2.2. no Regulation shall have effect if and to the extent that it is inconsistent with the Articles of Association of the University;

36.2.3. no Regulations concerning the matters in **Article 28.1** shall be made until the Senate has been given the opportunity to consider and report to the Board thereon and until any reports made by the Senate in response to that opportunity have been considered by the Board.

36.3. Save as provided in **Article 36.2**, every Regulation made by the Board shall have effect as if the same was contained in these Articles save that they may at any time or times be revoked or varied by the Board in like manner as they may be made.

### **37. Exclusion of model articles**

37.1. The relevant model articles for a company limited by guarantee are hereby expressly excluded and these Articles alone shall constitute the Articles of the University.

### **38. Amendments**

38.1. Subject to the provisions of this **Article 38** these Articles may be amended by Special Resolution.

38.2. The Board must not make changes to the Articles that would result in the University ceasing to be a charity.

38.3. No regulated alteration or alterations (as defined in section 198 Charities Act 2011, as amended) shall be made to the provisions of these Articles without the prior written consent of the Charity Commission.

38.4. A copy of any amendment made under this Article shall be sent promptly to the Office for Students or any successor.