

THE COMPANIES ACTS 2006 - COMPANY LIMITED BY GUARANTEE

**SECTION 129(B) EDUCATION REFORM ACT 1988 - DESIGNATED INSTITUTION
CONDUCTED BY A COMPANY**

NEWMAN UNIVERSITY

ARTICLES OF ASSOCIATION OF THE COMPANY

incorporating

**INSTRUMENT AND ARTICLES OF
GOVERNMENT OF
THE UNIVERSITY**

(Company No. 05493384)

**(Adopted by Written Resolutions passed as
special resolutions on 15 December 2012)**

1. INTERPRETATION

In these Articles of Association, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

- "Academic Staff" a member of the teaching or research staff of the University;
- "the Archbishop" the Diocesan Bishop 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;
"Canon Law"	the Canon Law of the Roman Catholic Church for the time being in force;
"the Catholic Education Service"	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;
"Chairman"	the Chairman of the Council appointed in accordance with Article 12;
"Chancellor"	the Chancellor of the University appointed in accordance with Article 17.2;
"Charities Act"	the Charities Act 2011 as amended and from time to time in force;
"Clerk"	the clerk to the Council appointed in accordance with Article 13;
"Companies Acts"	the Companies Act 2006 as amended and from time to time in force;
"Company Member"	a member of the University admitted in accordance with Article 2;
"the Council"	the Council of the University;
"Education Acts"	the Education Acts as defined in section 578 of the Education Act 1996 or any subsequent Education Acts;
"Governor(s)"	a member or members of the Council of the University

	appointed in accordance with Article 10;
"Deans of Schools"	the head of each school at the University or such other similar posts as the Council may determine;
"HEFCE"	the Higher Education Funding Council for England, or any relevant successor funding body;
"Premises"	the University' s premises at Bartley Green, Birmingham;
"Pro-Chancellor(s)"	the Pro-Chancellor(s) of the University appointed in accordance with Article 17.4;
"the Pro-Vice-Chancellor(s)"	The Pro-Vice-Chancellor(s) of the University appointed in accordance with Article 19, or such other similar posts as the Council may determine;
"Secretary of State"	the Secretary of State for Business, Innovation and Skills;
Senate	the Senate established in accordance with Article 17;
"Senior Posts"	the posts of Vice-Chancellor, Pro-Vice-Chancellor(s), University Secretary and Registrar and Director of Corporate Services and such other posts as the Council may determine and "the holders of senior posts" shall be construed accordingly;
"Staff Governor"	a Governor appointed from the staff of the University in accordance with Article 10;
"Student Governor"	a Governor appointed from the students of the University in accordance with Article 10;

"the Students' Union"	the Students' Union constituted under Article 26 representing the students of the University;
"the Surveyor"	a suitably qualified surveyor appointed by agreement of the University and the trustees of the Catholic Education Service, or in default of agreement, nominated by the President for the time being of the Royal Institution of Chartered Surveyors or any body replacing it;
"the TA"	the Teaching Agency, or any relevant successor funding body;
"the Trust Deed"	the Trust Deed dated 8 June 1966 between (1) The Most Reverend George Andrew Beck A A; (2) The Most Reverend George Patrick Dwyer; (3) Austin Gerald Comyn King; and (4) Arthur Charles Frederick Beales;
"the University"	Newman University;
"the Vice-Chairman"	the Vice-Chairman of the Council appointed in accordance with Article 12;
"the Vice-Chancellor"	the Vice-Chancellor of the University appointed in accordance with Article 17.

2. **COMPANY MEMBERS**

- 2.1 The maximum number of Company Members shall be 50.
- 2.2 The University must maintain a register of Company Members.

- 2.3 Any person or organisation who wishes to become a Company Member must apply to the University in the form required by the Council and must be approved by the Council before being admitted as a Company Member.
- 2.4 Every person who has been or is to be admitted as a Company Member must sign the register of Company Members or give his or her written consent to act as a Company Member.
- 2.5 Subject to the provisions of this Article, every Governor shall be a Company Member ex-officio for the duration his or her term of office.
- 2.6 A Company Member' s membership shall be terminated:
- (a) if a Company Member who is a Governor ceases to be a Governor of the University;
 - (b) on the expiration of one month' s written notice to the Clerk of his or her intention to cease acting as a Company Member; or
 - (c) on the expiration of one month' s written notice of a resolution of the Council terminating his or her membership, provided that no such notice shall be served unless a reasonable opportunity has been given to the Company Member concerned to make representations at a meeting of the Council.
- 2.7 Membership of the Company is not transferable.

3. **OBJECTS**

The University' s objects ("Objects") are the conduct of a Roman Catholic university for the advancement of education, learning and research for the benefit of the public.

4. **POWERS**

In furtherance of the Objects but not limited or otherwise the University may exercise the following powers:

- 4.1 To acquire and assume responsibility for the conduct of the Roman Catholic university previously conducted by the trustees and governors of Newman College of Higher Education;
- 4.2 To provide education;
- 4.3 To promote or carry out research;
- 4.4 Subject to the provisions of section 76 of the Further and Higher Education Act 1992, or of any statutory amendment or replacement of them, to award degrees, diplomas, certificates or other academic awards or distinctions to persons who complete appropriate courses of study and satisfy appropriate assessments; to grant honorary degrees; to grant degrees to members of the academic and other staff of the University; to authorise other institutions to exercise such powers on behalf of the University; to exercise such powers jointly with another institution; and to deprive any person of any award granted to him or her by or on behalf of the University, or in the case of an award granted jointly with another institution, to do so jointly with such other institution;
- 4.5 To provide advice;
- 4.6 To publish or distribute information;
- 4.7 To accept funds, grants, fees and donations and (subject to the requirements of the Charities Act) to raise funds;
- 4.8 To co-operate with other bodies;
- 4.9 To support, administer or set up other charities;
- 4.10 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 4.11 Subject to any approval or consent as may be required by law, to establish trading companies in support of the Objects, either solely or in partnership with other persons;

- 4.12 Only in accordance with the restrictions imposed by the Charities Act, to borrow money and give security for loans, provided that this power shall not be exercised without the consent of the Trustees of the Catholic Education Service to use of the Premises as security for any loan or loans which may exceed 75% of the open market value of the Premises as certified by the Surveyor;
- 4.13 To acquire, lease, hire or otherwise hold property of any kind and to maintain and equip it for use;
- 4.14 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.15 To make grants or loans of money, to give prizes and charitable donations, to give guarantees and to administer money and funds;
- 4.16 To set aside funds for special purposes or as reserves against future expenditure;
- 4.17 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 4.18 To delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is recorded in writing for the financial expert by the Council;
 - (b) every transaction is reported promptly to the Council;
 - (c) the performance of the investments is reviewed regularly with the Council;
 - (d) the Council is entitled to cancel the delegation arrangement at any time;

- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Council on receipt; and
 - (g) the financial expert must not do anything outside the powers of the Council.
- 4.19 To arrange for investments or other property of the University to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.20 To insure the University's property against any foreseeable risk and take out other insurance policies to protect the University where required;
- 4.21 To insure Governors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any 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);
- 4.22 Subject to these Articles, to employ or engage paid or unpaid agents, staff or advisers;
- 4.23 To enter into contracts to provide services to or on behalf of other bodies;
- 4.24 To pay the costs of incorporating the University and registering it as a charity;
- 4.25 To do anything else within the law which promotes or helps to promote the Objects.

5. **MEMBERS' LIABILITY**

5.1 The liability of the Company Members is limited as set out in these Articles.

5.2 Every Company Member undertakes to contribute such amount as may be required (not exceeding £1) to the University' s assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the University' s debts and liabilities before he or she ceases to be a Company Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves.

6. **BENEFITS TO COMPANY 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 Company Members, but a Company Member:

- (a) may receive remuneration as Vice-Chancellor or as another member of staff of the University;
- (b) may receive scholarships or bursaries as a student of the University;
- (c) may be paid interest at a reasonable rate on money lent to the University;
- (d) may be paid a reasonable rent or hiring fee for property let or hired to the University;
- (e) who is not a Governor, may enter into contracts with the University and receive reasonable payment for goods or services supplied; and
- (f) who is an individual and a beneficiary (but not a Governor), may receive charitable benefits in that capacity.

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

- (a) as mentioned in Articles 6.1(a) to (d) inclusive or 6.3;
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in acting as a Governor;
- (c) in accordance with Article 4.20 and Article 31, an indemnity (or the payment of indemnity insurance premiums) in respect of liabilities properly incurred in acting as a Governor, including the costs of a successful defence to criminal or civil proceedings;
- (d) payment to any company in which a Governor has no more than a 1 per cent shareholding; and
- (e) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

6.3 Any Governor (or any firm or company of which a Governor is a member or employee) 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:

- (a) the goods or services are actually required by the University;
- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.4; and
- (c) no more than one half of the Governors are subject to such a contract in any financial year.

6.4 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Council or a committee of the Council the Governor concerned must:

- (a) declare an interest at or before discussion begins on the matter;

- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter

provided always that Articles 6.4(b) to (d) shall not prevent a Governor from taking part in a decision relating to indemnity insurance for Governors in accordance with Article 6.2(c), or payment of reasonable out-of-pocket expenses under Article 6.2(b).

6.5 This Article may not be amended without the prior written consent of the Charity Commission.

7. **DISSOLUTION**

If the University is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied as follows:

- 7.1 Any sums legally recoverable by HEFCE or the Secretary of State under the Financial Memorandum between the University and HEFCE or otherwise shall be paid;
- 7.2 An amount equivalent to a fair assessment of the current value of the original contribution made by the Catholic Education Service and the trustees of the Roman Catholic Diocese of Birmingham under the Trust Deed towards the purchase of the Premises shall be applied for charitable purposes determined by the trustees of the Catholic Education Service (unless such application has already been made); and
- 7.3 Subject to Articles 7.1 and 7.2, any remaining assets must be applied in one or more of the following ways:
 - (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

- (b) directly for the Objects or charitable purposes within or similar to the Objects; or
 - (c) in such other manner consistent with charitable status as the Charity Commission approves in writing in advance.
- 7.4 A final report and statement of account must be sent to the Charity Commission.

8. **GENERAL MEETINGS**

Annual and extraordinary general meetings

- 8.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Governors may call an extraordinary general meeting at any time.

Notice of general meetings

- 8.2 All general meetings shall be called on at least 21 clear days' written notice.
- 8.3 A general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the Company Members entitled to attend and vote; and
 - (b) in the case of an extraordinary general meeting, by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 8.4 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

- 8.5 The notice shall be given to all the Company Members and to the Governors and auditors.
- 8.6 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the University.

Procedure at general meetings

- 8.7 There is a quorum at a general meeting if the number of Company Members personally present is at least eight, at least five of whom must be Company Members who are Governors appointed in accordance with Article 10.1(d). If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Governors may determine. The Council must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Company Members present at that time shall constitute the quorum for that meeting.
- 8.8 The Chairman or the Vice-Chairman will preside at a general meeting. In the absence of the Chairman or Vice-Chairman, a Company Member elected by those present will preside at a general meeting.
- 8.9 Except where otherwise provided by the Companies Acts, every issue will be decided by a majority of the votes cast.
- 8.10 Except for the chairman of the meeting, who has a second or casting vote, every Company Member present in person has one vote on each issue.
- 8.11 The Company Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The chairman of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have

been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the Company Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

- 8.12 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

Instrument of Government

9. Articles 10 to 14 constitute the Council of the University and together comprise the Instrument of Government of the University required by section 129B(2)(a) of the Education Reform Act 1988.

10. **MEMBERSHIP OF THE COUNCIL**

- 10.1 The Council shall consist of:

- (a) The Archbishop and the Vice-Chancellor ex officii;
- (b) Two Staff Governors appointed from the staff of the University in accordance with rules made by the Council under Article 11.2;
- (c) One Student Governor appointed from the students of the University in accordance with rules made by the Council under Article 11.3; and
- (d) A maximum of fourteen independent Governors (not being members of the staff or students of the University) appointed by the Council in accordance with the following provisions.

- 10.2 At least nine of the independent Governors appointed under Article 10.1(d) must be practising Roman Catholics.
- 10.3 The Council shall develop and keep under review a publicly available policy specifying the criteria which will be applied by the Council in considering appointments under Article 10.1(d). The policy must promote equality in terms of sex, race, disability, religion or belief, age and sexual orientation, and shall include a requirement to appoint independent Governors with skills and abilities appropriate to the needs of the University who show a commitment to the work of a Catholic higher education institution.

11. **TENURE OF OFFICE OF GOVERNORS**

- 11.1 All Governors other than the Archbishop, the Vice-Chancellor and the Student Governor shall be appointed for a term of office of three years or such shorter period as the Council shall determine.
- 11.2 The Staff Governors shall be appointed in accordance with rules made by the Council.
- 11.3 The Student Governor shall be appointed in accordance with rules made by the Council and shall be appointed for a term of office of one year.
- 11.4 Retiring Governors shall be eligible for re-appointment but, subject to Article 11.5 below, no Governor (other than the Vice-Chancellor or the Archbishop) shall serve for more than three consecutive terms, unless otherwise determined by the Council.
- 11.5 The election of a Governor as Chairman, Vice-Chairman or Chairman of a committee of Council shall result in the extension of his or her current term of office by three years or such shorter period as the Council shall determine.
- 11.6 A Governor shall vacate his or her office:

- (a) On the expiration of one month' s written notice to the Clerk of his or her intention to resign from the Council;
- (b) In the case of the Archbishop or the Vice-Chancellor, if he or she ceases to hold that office;
- (c) In the case of the Student Governor or a Staff Governor, if he or she ceases to be a student or a member of staff of the University, as appropriate;
- (d) Other than the Archbishop or the Vice-Chancellor, if he or she is absent for three consecutive meetings of the Council during a period of one year, except for a reason approved by the Council;
- (e) If he or she is disqualified from acting by virtue of section 178 of the Charities Act (or any statutory re-enactment or modification of that provision);
- (f) If the Council is satisfied that his or her conduct is prejudicial to the smooth running of the University or the work of the Council;
- (g) If the Council is satisfied that he or she is incapacitated from acting or is otherwise unable or unfit to discharge the functions of a Governor.

11.7 A Staff Governor or Student 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.

12. **CHAIRMAN OF THE COUNCIL**

12.1 The Council shall elect one of its members (not being the Student Governor or a Staff Governor or the Vice-Chancellor) to be Chairman of the Council, for a term of office of three years or such shorter period as the Council shall determine. The Chairman must be a practising Roman Catholic.

- 12.2 The Council shall elect one of its members (not being the Student Governor or a Staff Governor or the Vice-Chancellor) to be Vice-Chairman of the Council, for a term of office of three years or such shorter period as the Council shall determine.
- 12.3 At the end of their respective terms of office the Chairman and the Vice-Chairman shall be eligible for re-election.
- 12.4 In the absence of the Chairman and the Vice-Chairman the Council shall elect one of its members (not being the Student Governor or a Staff Governor or the Vice-Chancellor) to preside at that meeting.

13. **APPOINTMENT OF CLERK TO THE COUNCIL**

The Council shall appoint a Clerk to act as secretary to the Council. The Clerk shall also act as company secretary.

14. **MEETINGS OF THE COUNCIL**

Calling of meetings

- 14.1 The Council shall meet at least three times in each year.
- 14.2 A special meeting of the Council may be convened:
- (a) by any six Governors or by the Chairman upon giving ten clear days' notice to the other Governors of the matters to be discussed; or
 - (b) in the event of an emergency (as determined by the Chairman or the Vice-Chairman as appropriate), by the Chairman or the Vice-Chairman upon giving such notice to the other Governors as is practicable in the circumstances.

Procedure at meetings

- 14.3 Subject to the provisions of this Instrument and the Articles of Government, the Council may regulate its proceedings as it thinks fit.
- 14.4 If a Governor has a personal interest in a matter to be discussed at a meeting of the Council or a committee of the Council the provisions of Article 6.4 shall apply.
- 14.5 The quorum for meetings of the Council shall be eight Governors at least five of whom must be Governors appointed in accordance with Article 10.1(d).
- 14.6 The Council may by resolution adjourn a meeting. If within half an hour of the time appointed for a meeting of the Council a quorum is not present, the meeting shall be adjourned to another day, time and place as resolved by the Governors present at the meeting.
- 14.7 The proceedings of the Council shall not be invalidated by a vacancy in the membership of the Council or by a defect in the appointment, nomination, election or qualification of a Governor.
- 14.8 Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. Questions arising at a meeting of the Council or a committee of the Council shall be determined by a majority of the Governors present and voting on the question. Every Governor shall have one vote which shall be given personally and not by proxy and no Governor may appoint an alternate Governor or anyone to act on his or her behalf at meetings of the Council or a committee of the Council. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- 14.9 Any resolution of the Council may be rescinded or varied by a subsequent meeting if due notice of the intention to rescind or vary the resolution in question has been given in writing to all the Governors.
- 14.10 A written resolution signed by all those entitled to vote at a meeting of the Council is as valid as a resolution actually passed at a meeting (and for this

purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

- 14.11 A Governor entitled to attend and vote at a meeting of the Council or a committee of the Council may, at the discretion of the person chairing the meeting, participate by means of video-conferencing, telephone conferencing or other similar facilities, provided it is possible for every person present at the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.

Withdrawal from meetings

- 14.12 A Governor who has a personal interest in a matter to be discussed at a meeting of the Council or a committee of the Council must withdraw from the meeting in accordance with Article 6.4.
- 14.13 Unless invited to remain by a resolution of the other Governors, a Staff Governor shall withdraw from that part of a meeting of the Council or a committee of the Council at which a named member of staff, or a named prospective member of staff, is considered.
- 14.14 Unless invited to remain by a resolution of the other Governors, a Student Governor shall withdraw from that part of a meeting of the Council or a committee of the Council at which a named member of staff or student, or a named prospective member of staff or student, is considered.

Access to papers of the Council

- 14.15 Except where material relates to named members of staff or students of the University, or prospective members of staff or students, or to matters which the Council or any committee of the Council (as appropriate) are satisfied should be dealt with on a confidential basis, the following shall be available for inspection by staff and students of the University:
- (a) agenda;

- (b) draft minutes, if they have been approved by the chairman of the meeting;
- (c) signed minutes; and
- (d) reports or papers considered at meetings.

Articles of Government

15. Articles 16 to 32 provide for the conduct of the University and together comprise the Articles of Government of the University required by section 129B(2)(b) of the Education Reform Act 1988.

16. **CONDUCT OF THE UNIVERSITY**

The University shall be conducted in accordance with the provisions of the Companies Acts (except that no regulations set out in any schedule to, or contained in any order, regulation or other subordinate legislation made under any statute concerning companies shall apply as regulations or articles of the University), 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 the Articles of Association, the Instrument of Government, these Articles of Government and any rules or byelaws made under these Articles of Government.

17. **RESPONSIBILITIES OF COUNCIL, CHANCELLOR, PRO-CHANCELLOR(S), VICE-CHANCELLOR AND SENATE**

The Council

- 17.1 The Council shall be responsible for:
- (a) the determination of the educational character and mission of the University and for overseeing its activities;
 - (b) the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
 - (c) approving annual estimates of income and expenditure;
 - (d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of Senior Posts; and
 - (e) setting a framework for the pay and conditions of service of all other staff.

The Chancellor

- 17.2 There shall be a Chancellor of the University who shall be the ceremonial head of the University.
- 17.3 The Chancellor shall be appointed and shall carry out such duties as are specified from time to time by the Council.

The Pro-Chancellor(s)

- 17.4 There shall be such numbers of Pro-Chancellors of the University as the Council shall determine from time to time.
- 17.5 The Pro-Chancellor(s) shall be appointed and shall carry out such duties as are specified from time to time by the Council.

The Vice-Chancellor

- 17.6 Subject to the responsibilities of the Council, the Vice-Chancellor shall be the chief executive of the University and shall be responsible for:

- (a) making proposals to the Council about the educational character and mission of the University, and for implementing the decisions of the Council;
- (b) the organisation, direction and management of the University and leadership of the staff;
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal and determination (within the framework set by the Council) of the pay and conditions of service of staff other than the holders of Senior Posts;
- (d) the determination, after consultation with the Senate, of the University' s academic activities, and for the determination of its other activities;
- (e) preparing annual estimates of income and expenditure, for consideration by the Council, and for the management of budget and resources, within the estimates approved by the Council; and
- (f) the maintenance of student discipline and, within the rules and procedures provided for within these Articles of Government, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

The Senate

17.7 There shall be a Senate of no more than 30 members, comprising of the Vice-Chancellor (who shall be Chairman), the Pro-Vice-Chancellor(s), the Deans of Schools and such other numbers of staff and students as may from time to time be approved by the Council. The Vice-Chancellor may nominate a Deputy Chairman from among the members of the Senate to take the chair in his or her place.

17.8 Subject to the provisions of these Articles of Government, to the overall responsibility of the Council, and to the responsibilities of the Vice-Chancellor, the Senate shall be responsible:

- (a) subject to the requirements of validating and accrediting bodies, for general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the maintenance of the quality of and procedures for the award of qualifications and the conferment of academic titles; and the procedures for the expulsion of students for academic reasons;
- (b) for 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 Council thereon; and
- (c) for advising on such other matters as the Council or the Vice-Chancellor may refer to the Senate.

17.9 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. 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 Senate.

18. **DELEGATION OF FUNCTIONS AND COMMITTEES**

The Council

18.1 Subject to the following provisions of this Article 18, the Council may establish committees for any purpose or function, other than those assigned elsewhere in these Articles of Government to the Vice-Chancellor

or to the Senate, and may delegate powers to such committees or to the Chairman of the Council or to the Vice-Chancellor. The Council shall determine the membership and functions of committees established under this Article and may determine that the membership of a committee shall include representatives of the staff or students of the University and/or other members co-opted from outside of the Council. Any committee established under this Article may establish sub-committees and the membership and functions of a sub-committee shall be determined by the committee establishing it.

18.2 The Council shall establish a nominations committee to consider appointments to the Council. The terms of reference and membership of the nominations committee shall be determined by the Council. The Council shall also establish a committee or committees to determine or advise on such matters relating to remuneration or audit as the Council may remit to them. The members of such committee or committees shall be drawn from the Council other than Staff or Student Governors and may include members co-opted from outside of the Council.

18.3 The Council shall not, however, delegate the following:

- (a) the determination of the educational character and mission of the University;
- (b) the approval of the annual estimates of income and expenditure;
- (c) ensuring the solvency of the University and the safeguarding of its assets;
- (d) the appointment, suspension or dismissal of the Vice-Chancellor, the Pro-Vice-Chancellor(s) or the holder of any other Senior Post;
- (e) subject to Article 32, the varying or revoking of these Articles of Government.

The Vice-Chancellor

18.4 The Vice-Chancellor may delegate to the holder of another Senior Post any of his or her functions, other than accountability for the University' s budget and resources.

19. **APPOINTMENT AND PROMOTION OF STAFF**

19.1 Each member of staff shall serve under a written contract of service with the University. The contract of service must conform with these Articles of Government.

The Vice-Chancellor

19.2 The Council shall appoint a suitable and duly qualified Roman Catholic to be the Vice-Chancellor. A vacancy or expected vacancy in the post of Vice-Chancellor shall be advertised nationally and the Council shall take reasonable steps to obtain applications from candidates who appear to the Council to be suitably qualified for the post.

The Pro-Vice-Chancellor(s) and the holders of other Senior Posts

19.3 The Council may appoint suitable and duly qualified persons to the post of Pro-Vice-Chancellor) or to any other Senior Post. If a vacancy arises in a Senior Post the Council shall take reasonable steps to obtain applications from candidates who appear to the Council to be suitably qualified for the post.

Other members of staff

19.4 The appointment and promotion of any member of staff other than the holder of a Senior Post shall be made by the Vice-Chancellor in accordance with procedures laid down by the Council.

20. **CONDUCT OF STAFF AND ACADEMIC FREEDOM**

20.1 After consultation with the staff, the Council shall make rules relating to the conduct of the staff.

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

21. **SUSPENSION OF STAFF**

Procedures for the suspension of staff, including the holders of Senior Posts, shall be specified in rules made by the Council. Such rules will be compliant with employment law and good employment practice.

22. **DISMISSAL OF STAFF**

Procedures for the discipline and dismissal of staff, including the holders of Senior Posts, shall be specified in rules made by the Council. Such rules will be compliant with employment law and good employment practice.

23. **STAFF GRIEVANCE PROCEDURE**

After consultation with the staff, the Council shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

24. **REGISTER OF STUDENTS**

The Vice-Chancellor shall cause to be kept a suitable register of students of the University.

25. **DISCIPLINE, SUSPENSION AND EXPULSION OF STUDENTS**

25.1 After consultation with the Students' Union the Council shall make rules specifying procedures in accordance with which students of the University

- may seek redress of any grievances relating to their dealings with the University.
- 25.2 In exercise of his or her responsibilities under Article 17.6(f), the Vice-Chancellor may suspend or expel a student on disciplinary grounds or for other good cause, and shall be responsible for implementing a decision of the Senate to expel a student for academic reasons.
- 25.3 The Council, after consultation with the Senate and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- 25.4 In exercise of their responsibilities under Article 17.8(a), the Senate, after consultation with the Council and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

26. **REPRESENTATION OF STUDENTS**

- 26.1 The Council shall make arrangements for a Students' Union representing the students of the University to conduct and manage its own affairs and funds in accordance with a constitution approved by the Council.
- 26.2 The arrangements made by the Council under this Article shall include procedures enabling the Students' Union to raise with the Council, the Senate or the Vice-Chancellor (as appropriate) matters of proper concern on behalf of students of the University.
- 26.3 No amendment to, or rescission of, the constitution of the Students' Union (in part or in whole) shall be valid unless and until approved by the Council.
- 26.4 The Students' Union shall present annual audited accounts to the Council.

27. **RELIGIOUS WORSHIP AND INSTRUCTION**

- 27.1 The religious worship and instruction in the University shall be in accordance with the doctrine, rites and practices of the Roman Catholic

Church but no student shall be required as a condition of entering or continuing in the University to comply with any rules of the University as to attendance at religious observance or instruction in religious subjects.

- 27.2 Any question as to whether the religious worship and instruction provided in the University is in accordance with the rites, practices and doctrine of the Roman Catholic Church shall be determined by the Archbishop.

28. **FINANCIAL MATTERS**

Fees

- 28.1 Subject to any terms and conditions attached to grants, loans or other payments paid or made by HEFCE, the TA or any other relevant funding body, the Council shall determine the tuition, boarding and other fees payable to the University.

Accounts, Records and Audit

- 28.2 Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for the consideration and approval of the Council.
- 28.3 In accordance with the Education Acts, the Companies Acts, the Charities Act and the requirements of HEFCE and the TA the Governors shall:
- (a) keep accounts and records and appoint auditors;
 - (b) submit returns, reports and statements of account to the Registrar of Companies and to the Charity Commission; and
 - (c) keep proper records of meetings of the Company Members, the Council and committees of the Council.

29. **RULES AND BYELAWS**

Subject to the provisions of these Articles of Government and to the Instrument of Government, the Council shall have power to make rules and byelaws concerning such matters with regard to the government and conduct of the University as it shall think fit.

30. **COPIES OF ARTICLES, RULES AND BYELAWS**

A copy of these Articles, and any rules or byelaws, shall be given to every Governor and shall be available for inspection upon request to every member of staff and every student of the University.

31. **INDEMNITY**

The University shall indemnify every Governor or other officer or auditor of the University against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Governor or in which the Governor is acquitted or in connection with any application in which relief is granted to the Governor by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the University.

32. **AMENDMENT OF ARTICLES OF ASSOCIATION**

These Articles of Association may be amended or replaced by a special resolution of the Company Members:

- 32.1 with the approval of the Privy Council, or as required by the Privy Council after consultation with the University in accordance with section 129B of the Education Reform Act 1988;
- 32.2 with the approval of the Archbishop, if the proposed amendment(s) would affect the rights of the Archbishop contained within these Articles; and

32.3 with the approval of the trustees of the Catholic Education Service, if the proposed amendment(s) would affect the rights of the Catholic Education Service contained within these Articles.