

Company No 5161359

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

ROEHAMPTON UNIVERSITY

**Privy Council approval received on 20 July 2015
Adopted by special resolution and effective from 12 October 2015**

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1. **PRELIMINARY**

The name of the Company (hereinafter called "**the University**") is Roehampton University and the registered office of the University will be situated in England.

2. **INTERPRETATION**

2.1 In these Articles, unless the context otherwise requires:-

" Academic Staff "	means Teaching and Research Staff and persons appointed to any post or grade which may be determined by the Council on the advice of the Senate to be academic excluding Academic Support Staff
" Academic Support Staff "	means all persons employed by the University other than the Vice-Chancellor, Heads of the Colleges and Teaching and Research Staff
" Act "	means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force
" Auditors "	means the Auditors of the University
" Clerk "	means the Clerk to the Council appointed in accordance with Article 16
" College Providing Body "	means in relation to each College, the company or body of trustees in which or in whom the freehold, or (where appropriate) the leasehold interest of the premises of the College is vested provided always that if the freehold or (where appropriate) the leasehold interest of the College is vested in the name of a custodian trustee then the College Providing Body shall mean the body of managing trustees of the College
" Colleges "	means Digby Stuart College, Froebel College, Southlands College and Whitelands College

"Council"	means the Council Members as a body or a quorum as provided by these Articles
"Council Member"	means a person duly appointed to the Council as provided by these Articles, being a charity trustee as defined by section 177 of the Charities Act 2011 and a director
"Education Acts"	means the Education Acts 1944 to 2011, the Education Reform Act 1988 and the Further and Higher Education Act 1992 including any statutory modification or re-enactment thereof for the time being in force
"electronic communication"	means the same as in the Electronic Communications Act 2000
"General Meeting"	means a meeting of the Members called in accordance with the Act
"Head of College"	means the Head of College for the time being of a College
"Independent Council Member"	means those Council Members appointed under Article 7.2.2, not being a member of Staff or Student
"in writing"	includes printing, lithography, typewriting, photography, facsimile, electronic communication (to the extent lawful and valid) and other modes of representing or reproducing words in permanent visible form
"Member"	means a member of the University
"Object"	means the University's charitable object as set out in Article 3.1
"President of Students' Union"	means the person duly elected for the time being by the Students' Union of the University for that purpose
"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
"Regulations"	means regulations, procedures and ordinances made from time to time by the Council pursuant to the powers in that behalf conferred upon it by these Articles
"Seal"	means the common seal of the University
"Secretary"	means the person appointed under these Articles as company secretary of the University who shall act as the company secretary to the University within the meaning of and for the purposes of the Act
"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
"Senior Staff"	means the Vice-Chancellor, the Secretary and the holders of other senior posts that report directly to the Vice-Chancellor

"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 and agreed by at least seventy five percent of the Members present (in person or by proxy) and voting at a General Meeting or, in the case of a written resolution, approved in writing by at least seventy five percent of the Members, in accordance with the Act
"Staff"	means all persons employed by the University
"Student" or "Students"	means a person or persons enrolled on a course of study at the University or a sabbatical officer of the Students' Union
"Students' Union"	means the Students' Union of the University
"Teaching and Research Staff"	means:- <ul style="list-style-type: none"> (a) the persons employed by the University in a teaching or research capacity and (b) any other person to whom the Council after consultation with the Senate shall resolve to grant the status of a member of the Teaching and Research Staff
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-Chancellor"	means the Chief Executive of the University as provided by these Articles
"University"	means Roehampton University, being a company limited by guarantee and not having a share capital
"year"	means calendar year

2.2 Words importing the singular number only shall include the plural, and vice versa;

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

2.4 Any reference herein to the provisions of any act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent act or statutory instrument.

3. **OBJECT**

3.1 The object of the University shall be the establishment conduct and development of a University for the advancement of higher and further education and as an institution for teaching and research.

4. **COLLEGES**

4.1 The University in carrying out its object shall have regard to the identity and tradition of each College as a community with special purposes and with particular links with its College Providing Body and where appropriate with its particular denominational character. This provision may not be amended without the consent of the Colleges.

5. POWERS OF THE UNIVERSITY

5.1 The University shall have the power to do anything which is calculated to further its object or which is conducive or incidental to doing so and in particular (and without limitation), the University shall have the power:-

- 5.1.1 to provide and to admit students to facilities for instruction, study, training and research both full-time and part-time, including, without limiting the generality of the foregoing, having regard to the educational and training needs of the public;
- 5.1.2 to grant to persons approved by the University degrees, honorary degrees, diplomas, licences, certificates, credits, academic distinctions or awards and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;
- 5.1.3 to co-operate and collaborate with other institutions and individuals and to award joint degrees or other awards;
- 5.1.4 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;
- 5.1.5 so far as permitted by charity law, to give guarantees and other forms of security;
- 5.1.6 to solicit, receive and administer grants, financial assistance, subscriptions, donations, endowments, gifts (both inter vivos and testamentary) and loans of any property whatsoever whether of land or property;
- 5.1.7 so far as permitted by charity law, to give security for loans and for those purposes the University shall have authority to enter into any financial instruments which are ancillary or incidental to the exercise of such powers;
- 5.1.8 to invest funds of the University not immediately required for its purposes in or upon such investments, securities or property;
- 5.1.9 to employ and engage the services of such persons as are considered necessary for furthering the Object of the University;
- 5.1.10 to found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;
- 5.1.11 to own, maintain, manage and dispose of land and other property; and
- 5.1.12 to raise funds by trading but not by means of taxable trading (where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the above object and the profits of which are liable to tax).

6. CONDUCT OF THE UNIVERSITY

6.1 The University shall be conducted in accordance with the provisions of the Act and the Education Acts, any relevant regulations, orders of the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles.

7. MEMBERSHIP OF THE COUNCIL

- 7.1 The Council shall from time to time make Regulations and Procedures for the nomination, election, appointment and reappointment of Council Members and for the appointment and reappointment of the Chair and Vice-Chair.
- 7.2 Subject to the following sub-paragraphs of this Article 7, the Council shall consist of the following persons:-
- 7.2.1 the Vice-Chancellor, who shall remain a Council Member so long as he or she holds the office of Vice-Chancellor;
 - 7.2.2 up to fifteen Independent Council Members:-
 - (a) one of whom shall normally have experience of working at a senior level in higher education; and
 - (b) eight of whom shall be nominated by the College Providing Bodies or equivalent (two by each College Providing Body or equivalent) in accordance with Procedures approved by Council;
 - 7.2.3 one Council Member elected by the Academic Staff, subject to approval by the Council;
 - 7.2.4 one Council Member elected by the Academic Support Staff, subject to approval by the Council;
 - 7.2.5 one Council Member nominated by Senate in accordance with Procedures approved by Council; and
 - 7.2.6 the President of the Students' Union, who shall remain a Council Member so long as he or she holds the office of President of the Students' Union.
- 7.3 Council Members (other than those appointed pursuant to Articles 7.2.1 and 7.2.6 above) shall hold office for an initial fixed term of three years and thereafter shall be eligible for reappointment for two further terms of three years. Notwithstanding this provision, the Chair and Vice-Chair of Council only may, exceptionally and with the agreement of the Council, be eligible to be reappointed for a further and final term of two years to give an overall maximum term of office of eleven years.
- 7.4 A Council Member shall cease to be a Council Member if the Council Member:-
- 7.4.1 resigns his or her office as Council Member by notice in writing to the Council;
 - 7.4.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 7.4.3 is directly or indirectly interested in any contract with the University and fails to declare the nature of his or her interest in the manner required by the Act and by Article 12 below and the Council passes a resolution that by reason of such failure he or she should cease to be a Council Member;
 - 7.4.4 holds office as Council Member subject to satisfying certain conditions for eligibility for such appointment and subsequently ceases to satisfy such conditions;
 - 7.4.5 without the consent of the Council, accepts any office or position of profit with the University unless such office is that of the Vice-Chancellor or a member of the Staff or an examiner;

- 7.4.6 absents himself or herself from attendance at three consecutive meetings of the Council without special leave of absence from the Council, and the Council passes a resolution that he or she has by reason of such absence vacated office;
- 7.4.7 is unable or unfit to discharge the functions of a Council Member, and the Council passes a resolution that he or she is, by reason of being unable or unfit to discharge the functions of a Council Member, removed from office;
- 7.4.8 is the subject of any disqualification order or is otherwise prohibited by law from acting as director or trustee of a charity;
- 7.4.9 is given notice in writing of his or her removal by resolution of the Council, provided that not less than three quarters of the Council Members so resolve; or
- 7.4.10 is removed from office by resolution duly passed pursuant to the Act.

8. MEMBERS OF THE UNIVERSITY

- 8.1 The Council Members shall, for the duration of their terms of office as Council Members only, be Members of the University. The University shall maintain a register of Members.
- 8.2 The membership and all rights of a Member shall be personal and shall not be transferable. No other person or body shall be admitted as a Member.

9. POWERS AND DUTIES OF THE COUNCIL

- 9.1 Without prejudice to Article 5 and subject to the Act and these Articles, the affairs of the University shall be conducted by the Council who may exercise all the powers of the University and shall be responsible, inter alia, for the following:-
 - 9.1.1 the determination of the educational character and objectives of the University and for the supervision of its activities;
 - 9.1.2 the effective and efficient use of resources, the solvency of the University, for safeguarding its assets and for the management of risk;
 - 9.1.3 approving development plans and formulating policy;
 - 9.1.4 approving annual estimates of income and expenditure;
 - 9.1.5 the appointment of a Secretary;
 - 9.1.6 making Regulations to govern their proceedings and those of any committees and to govern the administration of the University and the use of its Seal;
 - 9.1.7 the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Senior Staff;
 - 9.1.8 the determination of the policy for pay and general conditions of employment of the Staff who are not Senior Staff; and
 - 9.1.9 the appointment of auditors.

10. **DELEGATION BY THE COUNCIL**

10.1 The Council may, subject to these Articles and the Regulations, delegate all or any of its functions, powers and duties to any person or body provided that the Council shall not delegate the following:-

10.1.1 the determination of the educational character and objectives of the University;

10.1.2 approval of the annual estimates of income and expenditure of the University;

10.1.3 ensuring the solvency of the University and ensuring the safeguarding of its assets;

10.1.4 the recommendation to the University in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them;

10.1.5 the appointment or termination of the membership of any Council Member; or

10.1.6 the appointment of the Vice-Chancellor and the dismissal of the Vice-Chancellor and/or other members of the Senior Staff.

10.2 If the Council so specifies, any such delegation may authorise further delegation of Council's powers by any person or committee.

11. **PROCEEDINGS OF THE COUNCIL**

11.1 The Council must hold at least three meetings each year, such meetings to be called on at least seven clear days' written notice indicating the business to be discussed.

11.2 The quorum for meetings of the Council shall be one third of the current Council Members of whom a majority must be Independent Council Members.

11.3 A meeting of the Council Members may be held either in person or by suitable conference telephone or communication equipment which allows all persons participating in the meeting to hear and communicate with each other. Every Council Member present shall have one vote on each issue.

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

12. **VALIDITY OF DECISIONS OF COUNCIL**

12.1 Decisions taken at a meeting of Council shall not be invalidated by reason of:-

12.1.1 a procedural defect of which the Council is unaware at the time, provided that the defect, once identified, will at the earliest reasonable opportunity, be brought to the attention of the Council which will be asked to consider whether the decision should stand.

12.1.2 a technical defect in the appointment of a Council Member of which the Council is unaware at the time;

12.1.3 a technical defect in the giving of notice of which the Council is unaware at the time; or

12.1.4 a vacancy in the membership of the Council.

13. **GENERAL MEETINGS**

- 13.1 General Meetings shall be called by at least fourteen days' clear notice in writing and shall include details of the time and location of the meeting and the business to be discussed.
- 13.2 The quorum at any General Meeting shall be one third of the current Members of which the majority shall be Independent Council Members (in their capacity as Members).
- 13.3 Every Member present shall have one vote on each issue.
- 13.4 In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.

14. **BENEFITS AND CONFLICTS**

- 14.1 The income and property of the University shall be applied solely towards the promotion of the Object of the University and, subject to the following paragraphs, no portion thereof shall be paid or transferred directly or indirectly to the Members of the University and, subject to the provisions of Article 14.6, no remuneration or benefit in money or money's worth shall be given by the University to any Member or Council Member.
- 14.2 A Council Member shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which the Council Member shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of members of the Council against liabilities are being discussed. If necessary, the Chair or in his or her absence the Vice-Chair shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the Chair or Vice-Chair's interests are to be considered and the other one of them is absent, a Chair or Vice-Chair of a Committee of the Council shall determine the matter.
- 14.3 For the purpose of this and the preceding Article a Council Member shall be deemed not to be interested in any contract or arrangement or any matter arising therein if his or her interest therein arises solely by virtue of that Council Member being a member, officer or a Member of the University or a member of a company in which he or she holds not more than one per cent of the capital.
- 14.4 Council Members shall withdraw from the meeting room if there is discussion of any matter which directly concerns their own individual position. Staff and Student Council Members, other than the Vice-Chancellor, shall withdraw when the affairs of named or identifiable current or prospective or former members of Staff are being discussed. Student Council Members shall withdraw when the affairs of named or identifiable current or prospective or former Students are being discussed. The Vice-Chancellor shall withdraw when his or her own position is being discussed.
- 14.5 The Clerk shall maintain a Register of Council Members' Interests. The Council shall make Procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Council Member, any member of Staff, any Student or any member of the public.
- 14.6 The provisions in this Article shall be subject to the following exceptions: -
 - 14.6.1 Council Members may be reimbursed any out-of-pocket expenses incurred in connection with their attendance at any matter affecting the University;
 - 14.6.2 Council Members may be employed by or receive any remuneration from the University provided such employment or remuneration is authorised by the Council in accordance with the Regulations;
 - 14.6.3 Council Members may sell goods, services or any interest in land to the University;

14.6.4 the Vice-Chancellor, members of Staff and examiners of the University who are Council Members may be paid all remuneration, fees and royalties to which they would be entitled if they were not Council Members provided always that no such person shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to their own conditions of service.

15. **VICE-CHANCELLOR**

15.1 The Council shall appoint a Chief Executive of the University, upon such terms and conditions of employment as it shall think fit, and who shall be called a Vice-Chancellor or such other designation as the Council shall think fit.

15.2 The Vice-Chancellor shall be:-

15.2.1 the chief academic and administrative officer of the University;

15.2.2 responsible to the Council for the educational oversight of the University; and

15.2.3 the accountable officer for the receipt of public funds.

15.3 The Council shall not delegate to any body or committee that does not consist of a majority of Council Members, the appraisal, discipline or suspension of the Vice-Chancellor.

16. **THE SECRETARY AND CLERK**

The Council shall, in addition to the appointment of a Secretary of the University, also appoint a person to act as Clerk to the Council who may or may not be the same person as acts as Secretary.

17. **THE APPOINTMENT AND PROMOTION OF STAFF**

17.1 Each member of staff shall serve under a contract of employment with the University.

17.2 Subject to the provisions of these Articles and the Regulations, the Vice-Chancellor shall have the power to appoint, assign, promote, grade, appraise, suspend, dismiss, and hear appeals thereon (save in respect of appeals relating to dismissals decided by the Vice-Chancellor), the Staff of the University within the framework set by the Council.

17.3 The terms and conditions of appointment and all matters relating to the employment of the Senior Staff shall be determined by the Council.

17.4 The policy for pay and the general terms and conditions of appointment and all matters relating to the employment of all members of the Staff shall be determined by the Council.

17.5 The Council shall establish general principles in the Regulations governing the way in which the Vice-Chancellor may exercise his or her powers of appointment, promotion and dismissal. The Regulations may contain different provisions for different categories of Staff.

18. **CONDUCT OF STAFF**

18.1 After consultation with the recognised representatives of the Staff, the Council shall make Regulations governing the conduct of Staff and the discipline of Staff for occasions of misconduct.

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

19. **SUSPENSION OF STAFF**

19.1 Senior Staff

The Chair of the Council or in the absence of the Chair, the Vice-Chair may suspend members of the Senior Staff pending investigation of an allegation of serious misconduct or other good or urgent cause for a period not exceeding three weeks. Any such suspension shall be reported to the Council within two days or as soon thereafter as is practicable.

19.2 Staff other than Senior Staff

The Vice-Chancellor or his or her nominee who shall be a senior member of staff as designated under Regulations may suspend with pay any member of the Staff (other than Senior Staff) pending investigation of serious misconduct or other good or urgent cause for a period not exceeding three weeks.

19.3 All Staff

19.3.1 Any person who is suspended from duty under Article 19.1 or Article 19.2 above shall be entitled to receive from the Vice-Chancellor or his nominee or in the case of Senior Staff from the Chair or Vice-Chair notification in writing of the suspension and the grounds on which the decision to suspend has been taken.

19.3.2 After consultation with the recognised representatives of the Staff, the Council shall establish Regulations setting out the Procedures for suspension. The Regulations may establish different Procedures for different categories of Staff and shall make provision for:-

- (a) the means by which the period of suspension may be extended beyond three weeks;
- (b) the entitlement of any suspended person to appeal against an extension of the suspension beyond that initial period, without the making of any such appeal having the effect of lifting the suspension; save that no such right of appeal shall lie if the person is the subject of a reference to a Committee under Article 20.1 or under notice from the Vice-Chancellor of dismissal under Article 20.2.1;
- (c) the hearing of the appeal at the earliest practicable date.

20. **DISMISSAL OF STAFF**

20.1 Senior Staff

20.1.1 If the Chair of the Council, or in his or her absence the Vice-Chair, or a majority of the members of the Council, consider that it may be appropriate for the Council to dismiss a member of the Senior Staff, the Chair, Vice-Chair or the Council as appropriate shall refer the matter to a Special Committee of the Council, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal, and to make a decision. The Special Committee shall report its decision to the Council.

20.1.2 The Special Committee shall consist of three members of the Council who shall not have been involved in the decision to refer to the Special Committee. The Chair of the Council and the Vice-Chair shall not be eligible for membership of the Special Committee. No member who is a member of the Special Committee assembled under Article 20.1.1 shall participate in the proceedings of the Council under Article 20.1.6 and 20.1.7 hereof except for the purpose of giving evidence on request.

- 20.1.3 The Council shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 20.1.1 to 20.1.2.
- 20.1.4 The Special Committee shall prepare a written report for the Council, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and the reasons for the Committee's decision.
- 20.1.5 The person concerned shall have the right to make representations to the Special Committee, including oral representations for which purpose he or she may be accompanied and represented by a colleague or staff representative.
- 20.1.6 The person concerned shall have the right of appeal to the Council including oral representation for which purpose he or she may be accompanied and represented by a colleague or staff representative.
- 20.1.7 Any appeal shall be heard by the Council, normally chaired by the Chair, but excluding any member of the Council who has been a member of the Special Committee.
- 20.1.8 The decision of the Council shall be final and binding.

20.2 Staff other than Senior Staff

- 20.2.1 The Vice-Chancellor or his or her nominee who must be a member of the Senior Staff to whom the Vice-Chancellor has delegated the exercise of this power in accordance with the Regulations, may dismiss any member of Staff other than Senior Staff, subject to any general provisions set out in the Regulations and, if the circumstances are such that the Vice-Chancellor is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- 20.2.2 If the Vice-Chancellor or his or her nominee who must be a senior member of staff as designated under Regulations, decides that the circumstances are such that he or she is entitled so to dismiss by virtue of the conduct of that member of staff that dismissal may take immediate effect without any need for prior notice.
- 20.2.3 Where the Vice-Chancellor, or his or her nominee who must be a senior member of staff as designated under Regulations, proposes to dismiss a member of Staff other than as provided in Article 20.2.1, he or she shall notify the member of Staff concerned of that proposal. That member of Staff shall be given an opportunity to make representations to the Vice-Chancellor or the nominee, as the case may be (including oral representations for which purpose he or she may be accompanied) before any decision to dismiss is taken
- 20.2.4 Where a member of Staff has been dismissed under Article 20.2.1 above or a decision to dismiss has been taken under Article 20.2.2 above, the member of Staff concerned may appeal against the dismissal, or decision to dismiss, where the decision has been taken by the Vice-Chancellor, to a committee duly constituted for this purpose by the Council, consisting of not less than three Council Members, excluding Staff and Students, or to the Vice-Chancellor or his or her nominee who must be a senior member of staff as designated under Regulations not previously involved in the dismissal. The decision of the committee or Vice-Chancellor or his or her nominee shall be final. A report shall be made to the Council. In the case of an appeal against the decision to dismiss, the dismissal shall not take place until the appeal has been determined.
- 20.2.5 Regulations for the dismissal of Staff by the Vice-Chancellor or his or her nominee who must be a senior member of the staff as designated under Regulations, and the consideration of appeals against dismissals governing the Procedures in Articles 20.2.1, 20.2.2, 20.2.3 and 20.2.4 and the rights of the member of Staff

concerned therein, shall be made by the Council after consultation with recognised representatives of the Staff. The Regulations shall include rights of representation.

21. **STAFF GRIEVANCES**

After consultation with the recognised representatives of the Staff the Council shall establish Regulations by means of which Staff may seek redress of any grievances relating to their employment.

22. **THE SENATE**

22.1 There shall be a Senate of the University which shall be subject to the general control of Council and shall be responsible for academic standards and the direction and regulation of academic matters. The membership and powers of Senate shall be prescribed by the Regulations.

22.2 No Regulations concerning the matters in Article 22 shall be made until the Senate has been given an opportunity to consider and report to the Council thereon and until any reports made by the Senate in response to that opportunity have been considered by the Council.

23. **STUDENTS' UNION**

The University shall comply with its obligations under the Education Acts in relation to any Students' Union of the University.

24. **CONDUCT OF STUDENTS**

After consultation with the Senate and with representatives of the Students, the Council shall make Regulations governing the conduct of Students, including provision for the discipline of Students on the grounds of misconduct and for suspension and expulsion. The Council shall provide the right of Students to appeal to the Council or an appointed committee thereof against suspension and expulsion.

25. **ACCOUNTS AND FINANCIAL PROCEDURES**

25.1 The Council shall, in accordance with requirements of the Act, cause true records to be kept of:-

25.1.1 all sums of money received and expended by the University and the matters in respect of which the receipt and expenditure takes place;

25.1.2 all sales and purchases by the University; and

25.1.3 the assets and liabilities of the University.

26. **AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the Act, these Articles and the Regulations.

27. **AMENDMENT OF ARTICLES**

Subject to the provisions of the Act and the condition contained in Article 10.1.4, these Articles may be amended or replaced by a Special Resolution of the University in General Meeting with the approval of the Privy Council.

28. **LIMITED LIABILITY**

The liability of the Members is limited.

29. **GUARANTEE**

29.1 Every Member promises, if the University is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:-

29.1.1 payment of those debts and liabilities of the University incurred before he/she ceased to be a Member;

29.1.2 payment of the costs, charges and expenses of winding up; and

29.1.3 the adjustment of rights of contributors among themselves.

30. **DISSOLUTION**

30.1 If the University is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:-

30.1.1 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the Object;

30.1.2 directly for the Object or for charitable purposes which are within or similar to the Object; and

30.1.3 in such other manner consistent with charitable status as the Privy Council approves in writing in advance.

Revised: November 2012