

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**

**of**

**LONDON AND SOUTH EAST UNIVERSITY GROUP**

**1. COMPANY NAME**

The company's name is "London and South East University Group" (and in this document is called the "**University Group**").

**2. INTERPRETATION**

2.1 In these Articles of Association and in any Regulations made pursuant to the Articles, unless the context otherwise requires:-

|                               |                                                                                                                                                                                    |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>"Academic Division(s)"</b> | means an academic division or divisions established within the University Group, operating with its own university trading name and branding                                       |
| <b>"Academic Board"</b>       | means the Academic Board of the University Group established in accordance with Article 22                                                                                         |
| <b>"Articles"</b>             | means the University Group's articles of association for the time being in force                                                                                                   |
| <b>"Companies Acts"</b>       | means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the University Group                                                         |
| <b>"Connected Person"</b>     | shall have the meaning set out in Article 36                                                                                                                                       |
| <b>"Education Acts"</b>       | means the Education Acts 1944 to 1996 and the Education Reform Act 1988 including any statutory modification or re-enactment thereof                                               |
| <b>"electronic form"</b>      | has the meaning given in section 1168 of the Companies Act                                                                                                                         |
| <b>"electronic means"</b>     | includes any technology that enables communications regardless of whether the persons communicating are physically in the same place                                               |
| <b>"Board of Governors"</b>   | means the board of Governors as provided for in Article 10                                                                                                                         |
| <b>"Governor"</b>             | means a governor of the Board of Governors and a director as defined in Section 250 of the Companies Act and a charity trustee as defined in Section 177 of the Charities Act 2011 |
| <b>"Independent Governor"</b> | means an independent Governor who is neither Staff nor a Student                                                                                                                   |

|                               |                                                                                                                                                          |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>"Member"</b>               | means a member of the University Group (being a company limited by guarantee) as provided in the Articles                                                |
| <b>"Objects"</b>              | has the meaning given in Article 5                                                                                                                       |
| <b>"Regulations"</b>          | means regulations or rules made from time to time by the Board of Governors pursuant to Article 6.1.21                                                   |
| <b>"Regulator"</b>            | means the Office for Students, the independent regulator for higher education in England, or any successor body to it                                    |
| <b>"University Secretary"</b> | means the secretary of the University Group appointed in accordance with Article 18                                                                      |
| <b>"Staff"</b>                | means those persons employed for the time being by the University Group                                                                                  |
| <b>"Staff Governor"</b>       | means a Governor appointed in accordance with Article 10.3.2(a)                                                                                          |
| <b>"Student"</b>              | means any person enrolled for the time being as a student of the University Group or undertaking the office of sabbatical officer of the Students' Union |
| <b>"Student Governor"</b>     | means a Governor appointed in accordance with Article 10.3.2(b)                                                                                          |
| <b>"Students' Union"</b>      | means one or more students' unions of the University Group prescribed in Article 24                                                                      |
| <b>"writing" or "written"</b> | refers to a legible document on paper or in electronic form (including an email)                                                                         |

- 2.2 The singular of any word includes the plural and vice versa.
- 2.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the University Group.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 2.5 These Articles constitute the Instrument and Articles of Government as required under the Education Reform Act 1988.
- 2.6 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 2.7 A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 2.8 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

- 2.9 Where the context permits, "other" and "otherwise" are illustrative and shall not limit the sense of the words preceding them.

3. **CONDUCT OF THE UNIVERSITY GROUP**

- 3.1 The University Group shall be conducted in accordance with the provisions of the Companies Act and the Education Acts, any relevant legislation, orders or directions made by the Regulator and subject thereto, in accordance with the provisions of these Articles and any Regulations made under these Articles.

4. **LIABILITY OF THE MEMBERS (COMPANY MEMBERS)**

- 4.1 The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member agrees to contribute to the assets of the University Group in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for payment of the debts and liabilities of the University Group incurred before they cease to be a Member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

5. **OBJECTS**

The objects of the University Group are to advance education and disseminate knowledge by teaching, scholarship and research for the public benefit.

6. **POWERS**

- 6.1 The University Group has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the University Group has power, so far as permitted by charity law:-

- 6.1.1 to award degrees and other academic awards (pursuant to an order granted under Section 76 of the Further and Higher Education Act 1992) in the name of the University Group or in any name by which the University Group is authorised to award degrees by the Regulator, including that of each of its Academic Divisions, "University of Kent" and "University of Greenwich", and to withdraw such awards;
- 6.1.2 to carry out research and to prepare, publish, distribute commercialise or assist in the publication of such research;
- 6.1.3 to acquire, own, lease, maintain, manage and dispose of land and other property and any rights or privileges of any kind over or in respect of any property and to improve, develop, construct, repair, charge, surrender or otherwise deal with all or any part of such property and any and all rights of the University Group;
- 6.1.4 to solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;
- 6.1.5 to borrow or raise funds and in connection with the borrowing or raising of such funds to give security, and for those purposes the University Group shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;
- 6.1.6 to invest and deal with the funds of the University Group not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

- 6.1.7 to lend and advance money or give credit on such terms as may seem expedient and with or without security, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the University Group may approve so far as is permitted by charity law;
- 6.1.8 to solicit, receive and administer fees, charges, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income;
- 6.1.9 to act as trustee or manager for and in relation to endowments, legacies and gifts;
- 6.1.10 to open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 6.1.11 to co-operate, collaborate or enter into any arrangement with other institutions and individuals, award joint degrees or other awards, and affiliate;
- 6.1.12 to enter into contracts to provide services to or on behalf of other bodies;
- 6.1.13 to engage with the public and business community to advance education, training or retraining and to promote research;
- 6.1.14 to establish or acquire subsidiary undertakings including but not limited to trading subsidiaries and to enter into joint ventures and partnerships;
- 6.1.15 to subscribe, underwrite or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University Group, joint ventures or partnerships or other companies;
- 6.1.16 to affiliate or incorporate into the University Group any other institution and to take over its property, rights, liabilities and Staff, or merge;
- 6.1.17 to transfer the assets, liabilities and undertaking of the University Group to another institution with objects that are the same or similar to the Objects of the University Group;
- 6.1.18 to establish trading or Academic Divisions, with the first Academic Divisions being operated in the names of University of Kent and University of Greenwich;
- 6.1.19 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.1.20 to employ and remunerate such Staff as are necessary for carrying out the work of the University Group;
- 6.1.21 to make and publish Regulations, rules and procedures for the governance and conduct of the University Group and its Staff and Students, and to alter, amend, vary, add to or rescind any such Regulations, rules and procedures as from time to time may be deemed expedient;
- 6.1.22 to provide indemnity insurance for the Board of Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 6.1.23 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in Article 5.

## **7. APPLICATION OF INCOME AND PROPERTY**

- 7.1 The income and property of the University Group shall be applied solely towards the promotion of the Objects of the University Group.
- 7.2 A Governor is entitled to be reimbursed from the property of the University Group for reasonable expenses properly incurred by them when acting for or on behalf of the University as a Governor.
- 7.3 A Governor may benefit from trustee indemnity insurance cover purchased at the University Group's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 7.4 A Governor may receive an indemnity from the University Group in the circumstances specified in Article 33.
- 7.5 A Governor may not receive any other benefit or payment unless it is authorised by Article 8.
- 7.6 Subject to Article 8, none of the income or property of the University Group may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the University Group.

## **8. BENEFITS AND PAYMENTS TO GOVERNORS AND CONNECTED PERSONS**

- 8.1 No Governor or Connected Person may:
- 8.1.1 buy or receive any goods or services from the University Group on terms preferential to those applicable to members of the public;
  - 8.1.2 sell goods, services, or any interest in land to the University Group;
  - 8.1.3 other than the Vice Chancellor and Chief Executive Officer or a Staff Governor, be employed by, or receive any remuneration from, the University Group; or
  - 8.1.4 receive any other financial benefit from the University Group,
- unless the payment is permitted by Article 8.2 or authorised by the Board of Governors, the Regulator or the Charity Commission.
- In this Article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- 8.2 A Governor or a Connected Person may not receive any payment of money or other benefit (whether directly or indirectly) from the University Group except and subject to this Article 8.2 below:
- 8.2.1 Governors or Connected Persons may receive a benefit from the University Group from being a student of the University Group;
  - 8.2.2 Governors or Connected Persons may enter into a contract for the supply of goods or services to the University Group where that is permitted in accordance with, and subject to the conditions in the Charities Act 2011;
  - 8.2.3 Governors or Connected Persons may receive interest on money lent to the University Group at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

- 8.2.4 Governors or Connected Persons may receive rent for premises let by the Governor or a Connected Person to the University Group. The amount of the rent and the other terms of the lease must be reasonable and proper;
- 8.2.5 Governors may receive reimbursement of reasonable out of pocket expenses incurred in connected with their services as a Governor;
- 8.2.6 Governors may receive the benefit of Indemnity Insurance; and
- 8.2.7 Governors may receive an indemnity as set out in Article 33.

### 8.3 In Article 8:

- 8.3.1 "University Group" includes any company in which the University Group:
  - (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares; or
  - (c) has the right to appoint more than 50% of the directors to the board of the company.
- 8.3.2 "Connected Person" includes any person within the definition in Article 36 (Interpretation).

## 9. **CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

- 9.1 A Governor must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the University Group or in any transaction or arrangement entered into by the University Group which has not previously been declared. A Governor must absent themselves from any discussions of the Board of Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the University Group and any personal interest (including but not limited to any personal financial interest).
- 9.2 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted members of the Board of Governors may authorise such a conflict of interests where the following conditions apply:
  - 9.2.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 9.2.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
  - 9.2.3 the unconflicted Governors consider it is in the interests of the University Group to authorise the conflict of interests in the circumstances applying.
- 9.3 In this Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a Connected Person.

## 10. **GOVERNORS**

- 10.1 No one may be appointed a Governor if they would be disqualified from acting under the provisions of Article 13.

- 10.2 The minimum number of Governors shall be 11 and the maximum 17, ensuring always that Independent Governors shall remain in the majority.
- 10.3 Subject to Article 10.2, the Board of Governors shall comprise:-
- 10.3.1 the Vice Chancellor and Chief Executive Officer;
- 10.3.2 the following members appointed by the Board of Governors:-
- (a) two members of Staff (not located in the same Academic Division) appointed in accordance with arrangements approved from time to time by the Board of Governors;
  - (b) two Students (not from the same Academic Division) appointed in accordance with arrangements approved from time to time by the Board of Governors; and
  - (c) such number of Independent Governors as the Board of Governors shall determine from time to time whilst always ensuring an independent majority of Governors on the Board of Governors.
- 10.4 A Governor may not appoint an alternate Governor or anyone to act on their behalf at meetings of the Governors.
- 10.5 All Governors shall meet the 'fit and proper' persons test for members of a governing body of a registered higher education provider, as required by the Regulator from time to time.
- 10.6 In appointing Governors, the Board of Governors shall seek to ensure that the Board of Governors has a balanced skill set across the Governors with sufficient diversity that is appropriate to the nature, scale and complexity of the University Group.

## **11. APPOINTMENT OF GOVERNORS**

- 11.1 The Board of Governors shall from time to time make rules for the appointment, re-appointment, termination of appointment and roles and responsibilities of Governors, and for the appointment, re-appointment, termination of appointment and roles and responsibilities of the Chair and Vice Chair of the Board of Governors (both of whom shall be Independent Governors) and the Senior Independent Governor (who shall be an Independent Governor).

## **12. TERMS OF OFFICE**

- 12.1 Subject to Article 13 below, the terms of office of the Governors shall be as follows:
- 12.1.1 in the case of the Vice Chancellor and Chief Executive Officer for as long as they shall remain the Vice Chancellor and Chief Executive Officer;
- 12.1.2 in the case of a Staff Governor for a term of three years (or such other term as the Board of Governors may determine) or until such time as they shall cease to be employed by the University Group, whichever is the shorter;
- 12.1.3 in the case of a Student Governor for a term of one year or until such time as they shall cease to be a Student of the University Group, whichever is the shorter; and
- 12.1.4 in the case of an Independent Governor for a term of three years (or such other term as the Board of Governors may determine).

- 12.2 Subject to Article 12.3:
- 12.2.1 Staff Governors shall be eligible for reappointment for one additional term of three years (or such other term as the Board of Governors may determine), subject to a maximum period of membership of the Board of Governors of six years;
  - 12.2.2 Student Governors shall be eligible for reappointment for one additional term of one year, subject to a maximum period of membership of the Board of Governors of two years;
  - 12.2.3 subject to Article 12.2.4, Independent Governors shall be eligible for reappointment for up to two additional terms of three years each (or such other term as the Board of Governors may determine), subject to a maximum period of membership of the Board of Governors of nine years;
  - 12.2.4 where an Independent Governor, prior to their appointment to the Board of Governors, served on either the Council of the University of Kent or the Board of Governors of the University of Greenwich, they shall be limited to one term of three years on the Board of Governors with effect from 1 August 2026 (without the possibility of extension under Article 12.3), unless their appointment to the Council of the University of Kent or the Board of Governors of the University of Greenwich commenced on or after 1 June 2025 (in which case the maximum period set out in Article 12.2.3 shall apply). For the avoidance of doubt, any prior service on the Council of the University of Kent or the Board of Governors of the University of Greenwich shall be disregarded for the purposes of determining an Independent Governor's term in accordance with this Article 12.2.4.
- 12.3 A Staff Governor or an Independent Governor who has completed the maximum period of membership shall not be eligible for reappointment unless the Board of Governors considers that, because of an ongoing matter or project in which they are involved or because of some other requirement for their particular expertise or experience, it would be in the best interests of the University Group for them to be eligible for reappointment for such additional term of office (not exceeding one year) as the Board of Governors shall determine.

### 13. **DISQUALIFICATION AND REMOVAL OF GOVERNORS**

- 13.1 A Governor shall cease to hold office if they:-
- 13.1.1 cease to be a Governor by virtue of any provision in the Companies Acts or are prohibited by law from being a Governor;
  - 13.1.2 are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011;
  - 13.1.3 are determined by the Regulator not to be fit and proper to act in such capacity;
  - 13.1.4 are removed by the Board of Governors (acting in their capacity as Members) in accordance with the Companies Acts;
  - 13.1.5 are removed by a resolution of the Board of Governors (acting in their capacity as Governors), if in the Board of Governors' reasonable opinion the relevant Governor has failed to act in accordance with any code of conduct adopted by the Board of Governors from time to time (or such other code or standard adopted from time to time by the Board of Governors in relation to the conduct or behaviour of Governors);

13.1.6 cease to be a Member;

13.1.7 in the written opinion, given to the University Group, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Governor and may remain so for more than three months;

13.1.8 resign as a Governor by notice to the University Group (but only if at least ten Governors will remain in office when the notice of resignation is to take effect); or

13.1.9 are absent without the permission of the Governors from three consecutive meetings of the Board of Governors and the Governors resolve that their office be vacated.

13.2 The Board of Governors shall make rules for investigating allegations against Governors and for the suspension and removal of Governors.

#### **14. POWERS OF THE BOARD OF GOVERNORS**

14.1 The Board of Governors shall manage the business of the University Group and may exercise all the powers of the University Group unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution of the Members.

14.2 Subject to the provisions of these Articles, the Board of Governors shall have the power to make such Regulations, rules and procedures as it may deem necessary or expedient for the proper conduct and management of the University Group and may alter, add to or repeal any such Regulations, rules and procedures.

14.3 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board of Governors.

14.4 Any meeting of the Board of Governors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Governors.

#### **15. PROCEEDINGS OF THE BOARD OF GOVERNORS**

15.1 Detailed procedures for the conduct of meetings of the Board of Governors and its committees shall be set out in the Regulations made by the Board of Governors.

15.2 No decision may be made by a meeting of the Governors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Governors.

15.3 The quorum shall be one third of the current membership of the Board of Governors, of which a majority shall be Independent Governors.

15.4 A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.

15.5 If the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.

15.6 Except as otherwise provided, every matter shall be determined by the majority of votes of the Governors present and voting on the question. In cases of equality of votes, the Chair of the meeting shall have a casting vote whether or not they have previously voted on the same question.

15.7 A resolution in writing or in electronic form agreed by a majority of the Governors entitled to receive notice of a meeting of the Board of Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors duly convened and held.

15.8 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Governors has signified their agreement.

## 16. **DELEGATION**

16.1 Subject to Article 16.2, the Board of Governors may delegate any of their powers, functions or duties to any person, committee or body.

16.2 The Board of Governors shall not delegate responsibility for:

16.2.1 the determination of the educational character and mission of the University Group and for the oversight of its activities;

16.2.2 the effective and efficient use of resources, the solvency of the University Group and for safeguarding its assets;

16.2.3 the appointment, suspension, or dismissal of the Vice Chancellor and Chief Executive Officer (in accordance with the procedure laid down by the Board of Governors);

16.2.4 the approval of the University Group's strategic plan;

16.2.5 the approval of the University Group's financial forecasts and annual budget;

16.2.6 the appointment of the Auditors; and

16.2.7 upholding the Regulator's public interest governance principles and complying with its conditions of registration and any other requirements of the Regulator and other regulators of the University Group, providing such requirements are in accordance with legislation.

16.3 Standing delegations shall be set out in a delegation framework made from time to time by the Board of Governors.

## 17. **VALIDITY OF GOVERNORS' DECISIONS**

17.1 Subject to Article 17.2, all acts done by a meeting of Board of Governors, or of a committee of the Board of Governors, shall be valid notwithstanding the participation in any vote of a Governor:-

17.1.1 who was disqualified from holding office;

17.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

17.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:-

17.1.4 the vote of that Governor; and

17.1.5 that Governor being counted in the quorum,

the decision has been made by a majority of the Governors at a quorate meeting.

- 17.2 Article 17.1 does not permit a Governor or a Connected Person to keep any benefit that may be conferred upon them by a resolution of the Board of Governors or of a committee of the Board of Governors if, but for Article 17.1, the resolution would have been void, or if the Governor has not complied with Article 9.

18. **UNIVERSITY SECRETARY**

- 18.1 The Board of Governors shall appoint or engage a Secretary of the University Group upon such terms as the Board of Governors thinks fit. The Secretary shall act as the clerk to the Board of Governors. The Board of Governors may suspend or remove such person from office pursuant to the Regulations.

19. **CHANCELLOR**

- 19.1 The Board of Governors may appoint a Chancellor of the University Group and a Pro Chancellor of each Academic Division. The Chancellor and the Pro Chancellors shall not be an employee of the University Group or part of the University Group management and shall have a purely ceremonial role.
- 19.2 The Board of Governors shall prescribe the duties, functions and term of office of the Chancellor and the Pro Chancellors and any rules pertaining to the office of Chancellor and the Pro Chancellors.

20. **ACADEMIC DIVISIONS**

- 20.1 The University Group shall operate Academic Divisions as part of the University Group with the first two Academic Divisions being:
- 20.1.1 University of Kent; and
- 20.1.2 University of Greenwich.
- 20.2 In accordance with Article 6.1.16, the University Group may incorporate into itself any other institution to form a new and additional Academic Division with its own distinct name and branding within the University Group.

21. **VICE CHANCELLOR AND CHIEF EXECUTIVE OFFICER**

- 21.1 There shall be a chief executive of the University Group appointed by the Board of Governors who shall have the title of Vice Chancellor and Chief Executive Officer or equivalent and who shall be the Chair of the Academic Board.
- 21.2 The Board of Governors shall prescribe the role, powers and responsibilities and terms and conditions of service of the Vice Chancellor and Chief Executive Officer.
- 21.3 The Vice Chancellor and Chief Executive Officer may establish an executive group to advise and assist them in carrying out the functions of their office, and may delegate any of their powers or functions, other than accountability for the University Group's budget and resources, to any member of that group.

22. **ACADEMIC BOARD**

- 22.1 There shall be an Academic Board of the University Group which shall, subject to the control and approval of the Board of Governors, oversee the teaching and research of the University Group and its Academic Divisions and be responsible for the academic

quality and standards of the University Group and the admission and regulation of Students.

- 22.2 The Board of Governors shall receive and test assurance from the Academic Board that academic governance including the standard of University Group awards, the student academic experience and student outcomes within the University Group are adequate and effective. The Academic Board shall provide to the Board of Governors such academic assurance as it may require from time to time.
- 22.3 The membership and powers of the Academic Board shall be prescribed in Regulations made by the Board of Governors, and shall include the power to make academic regulations, procedures and policies which regulate programmes of study and research at the University Group and within each Academic Division and other matters concerning Students and to delegate any of its powers, functions or duties to any person, committee or body. The committees of the Academic Board shall include an Education and Student Experience Committee for each Academic Division and for the University Group.

## 23. **STAFF**

- 23.1 The University Group may appoint such Staff as may be required to fulfil the functions of the University Group.
- 23.2 Academic Staff, while engaged in teaching and research in accordance with their terms and conditions of service, shall 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 privileges, or the likelihood of their securing promotion or different jobs at the University Group being reduced.
- 23.3 The University Group shall take the steps that, having particular regard to the importance of freedom of speech, are reasonably practicable for it to take to ensure that where a person applies to become a member of Academic Staff of the University Group, they are not adversely affected in relation to their application because they have exercised their freedom within the law to do the things referred to in Article 23.2 and 30.

## 24. **STUDENTS' UNIONS**

- 24.1 There shall be one or more Students' Unions of the University Group and the University Group shall take steps to ensure that each Students' Union:-
- 24.1.1 acts fairly and democratically; and
- 24.1.2 is accountable for its finances.

## 25. **MEMBERS OF THE UNIVERSITY GROUP (COMPANY MEMBERS)**

- 25.1 All Governors shall, for the duration of their terms of office as Governors only, be Members of the University Group.
- 25.2 The membership and rights of a Member shall be personal and shall not be transferrable.
- 25.3 The University Group shall maintain a register of Members.

## 26. **GENERAL MEETINGS**

- 26.1 The Governors may call a general meeting of the University Group at any time. The Governors may determine whether such meeting is to be held in person or by suitable electronic means (or a combination of both).

- 26.2 The minimum periods of notice required to hold a general meeting of the University Group are:-
- 26.2.1 21 clear days for a general meeting called for the passing of a special resolution; and
- 26.2.2 14 clear days for all other general meetings.
- 26.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting being a majority who together hold not less than 90% of the total voting rights.
- 26.4 The notice must specify the date, time and place of the general meeting and/or, as appropriate, the electronic means, as determined by the Board of Governors, by which Members may attend. The notice must also specify the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 28.
- 26.5 The notice must be given to all the Members and to the Governors and the University Group's auditors.
- 26.6 The proceedings at a 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 Group.
27. **PROCEEDINGS AT GENERAL MEETINGS**
- 27.1 A general meeting may be held either in person, or by suitable electronic means determined by the Board of Governors, or in a combination of both, provided in each case that all Members participating in the general meeting may communicate with all the other participants. If all of the Members participating in a general meeting are not in the same place, the Board of Governors may decide that the meeting is to be treated as taking place wherever any of them is.
- 27.2 No business shall be transacted at any general meeting unless a quorum is present.
- 27.3 Every Member shall have one vote.
- 27.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 27.5 A quorum is one third of the current Members present in person, by electronic means or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 27.6 If:-
- 27.6.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 27.6.2 during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place (and, if appropriate, electronic means) as the Board of Governors shall determine.
- 27.7 The Board of Governors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place or, as

appropriate, the electronic means (or a combination of both) as determined by the Board of Governors by which Members may attend.

- 27.8 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present in person, by electronic means or by proxy at that time shall constitute the quorum for that meeting.
- 27.9 General meetings shall be chaired by the person who has been appointed to chair meetings of the Board of Governors.
- 27.10 If there is no such person or they are not present (either in person or by electronic means) within 15 minutes of the time appointed for the meeting a Governor nominated by the Board of Governors shall chair the meeting.
- 27.11 The Members present in person, by electronic means or by proxy at a general meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 27.12 The person who is chairing the meeting must decide the date, time and place or, as appropriate, the electronic means (or a combination of both) at or by which the meeting is to be reconvened unless those details are specified in the resolution.
- 27.13 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.
- 27.14 If a meeting is adjourned by a resolution of the 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 or, as appropriate, the electronic means (or a combination of both) as determined by the Board of Governors by which Members may attend.
- 27.15 The Governors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 27.16 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 27.17 Any vote at a meeting shall be decided by a show of hands or such electronic method of voting as the person chairing the meeting shall determine unless before, or on the declaration of the result of, the show of hands a poll is demanded:-
- (a) by the person chairing the meeting; or
  - (b) by at least two Members present in person, by electronic means or by proxy and having the right to vote at the meeting; or
  - (c) by a Member or Members present in person, by electronic means or by proxy, representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 27.18 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 27.19 The result of the vote must be recorded in the minutes of the University Group but the number or proportion of votes cast need not be recorded.
- 27.20 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

- 27.21 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 27.22 A poll must be taken as the person who is chairing the meeting directs and may include electronic means. The person chairing the meeting may appoint scrutineers (who need not be Members) and who may fix a time and place and/or suitable electronic means for declaring the results of the poll.
- 27.23 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 27.24 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 27.25 A poll demanded on any other question must be taken either immediately or at such time and place and/or by suitable electronic means as the person who is chairing the meeting directs.
- 27.26 The poll must be taken within 30 days after it has been demanded.
- 27.27 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place and/or suitable electronic means at or by which the poll is to be taken.
- 27.28 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
28. **CONTENT OF PROXY NOTICES**
- 28.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:-
- 28.1.1 states the name and address of the Member appointing the proxy;
  - 28.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 28.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board of Governors may determine; and
  - 28.1.4 is delivered to the University Group in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 28.2 The University Group may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 28.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 28.4 Unless a proxy notice indicates otherwise, it must be treated as:-
- 28.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 28.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 28.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any

adjournment of it, even though a valid proxy notice has been delivered to the University Group by or on behalf of that person.

- 28.6 An appointment under a proxy notice may be revoked by delivering to the University Group a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 28.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 28.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## 29. **WRITTEN RESOLUTIONS**

- 29.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
  - 29.1.1 a copy of the proposed resolution has been sent to every eligible Member, whether by post, electronic means or otherwise;
  - 29.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution;
  - 29.1.3 Members signify their agreement by signing the proposed resolution in writing as specified in the resolution notice; and
  - 29.1.4 Members who signify their agreement deliver to the University Group the duly signed resolution as specified in the resolution notice, by post, hand, electronic means or otherwise within the period of 28 days beginning with the circulation date.
- 29.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

## 30. **FREEDOM OF SPEECH**

- 30.1 The University Group shall take such steps that, having particular regard to the importance of freedom of speech, are reasonably practical for it to take to ensure that freedom of speech within the law is secured for members of the University Group and its Students and Staff and for visiting speakers. This includes taking such steps as are reasonably practicable to take to secure that the use of the premises of the University Group are not denied to any individual on grounds connected to their ideas or opinions, or to any body on grounds connected to its policy or objectives or the ideas or opinions of any of its members, and that the terms on which the University Group's premises are provided are not to any extent based on such grounds.
- 30.2 The University Group shall approve and regularly review a code of practice setting out its values relating to freedom of speech and how those values uphold freedom of speech; the procedures to be followed by Students and Staff of the University Group and the Students' Union with respect to meetings and other activities held on the premises of the University Group; the conduct required with respect to any such meeting or activity; and the criteria to be used by the University Group in making decisions about whether to allow the use of its premises and on what terms. The University Group shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

31. **ACCOUNTS, AUDIT AND RISK MANAGEMENT**

31.1 The Board of Governors:

- 31.1.1 must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and in accordance with any applicable financial accounting frameworks;
- 31.1.2 must keep accounting records as required by the Companies Acts;
- 31.1.3 must appoint an auditor or auditors. Every such auditor shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body; and
- 31.1.4 must ensure that the University Group has an active process for the management and control of risk which shall include a requirement for the Board of Governors' Audit and Risk Committee to report to it on a regular basis.

32. **MEANS OF COMMUNICATION TO BE USED**

32.1 Subject to the Articles, anything sent to or supplied by or to the University Group under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the University Group.

32.2 Subject to the Articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Board of Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.

32.3 Any notice to be given to or by any person pursuant to the Articles:-

- 32.3.1 must be in writing; or
- 32.3.2 must be given in electronic form.

32.4 The University Group may give any notice to a Member either:-

- 32.4.1 personally; or
- 32.4.2 by sending it by post in a prepaid envelope addressed to the Member at their address; or
- 32.4.3 by leaving it at the address of the Member; or
- 32.4.4 by giving it in electronic form to the Member's address; or
- 32.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. A notice which relates to a company meeting must state that it concerns a company meeting and must specify the place, date and time of the meeting.

32.5 A Member who does not register an address with the University Group or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the University Group.

32.6 An individual present in person at any meeting of the University Group shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 32.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 32.8 Proof that an electronic form of notice was given shall be conclusive where the University Group can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 32.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:-
- 32.9.1 48 hours after the envelope containing it was posted; or
- 32.9.2 in the case of an electronic form of communication, 48 hours after it was sent.
33. **INDEMNITY**
- 33.1 The University Group shall indemnify a relevant Governor against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 33.2 In this Article a "**relevant Governor**" means any Governor or former Governor of the University Group.
34. **AMENDMENT TO THE ARTICLES**
- 34.1 In accordance with and subject to the provisions of the Companies Act and the Charities Act 2011 these Articles may be amended or replaced by a special resolution of the University Group.
35. **DISSOLUTION**
- 35.1 The Members may at any time before, and in expectation of, the dissolution of the University Group resolve that any net assets of the University Group after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the University Group be applied or transferred as follows:-
- 35.1.1 to any charitable institution or institutions for purposes similar to the Objects of the University Group, such charitable institution or institutions to be determined by the Members; or
- 35.1.2 if effect cannot be given to the provisions of Article 35.1.1, then to some other educational charitable Object.
- 35.2 In no circumstances shall the net assets of the University Group be paid to or distributed among the Members.
36. **INTERPRETATION**
- 36.1 In Articles 9.3 and 17.2 "Connected Persons" means:-
- 36.1.1 a child, parent, grandchild, grandparent, brother or sister of the Governor;
- 36.1.2 the spouse or civil partner of the Governor or of any person falling within Article 36.1.1 above;
- 36.1.3 a person carrying on business in partnership with the Governor or with any person falling within Articles 36.1.1 or 36.1.2 above;
- 36.1.4 an institution which is controlled:-

- (a) by the Governor or any Connected Person falling within Articles 36.1.1, 36.1.2 or 36.1.3 above; or
- (b) by two or more persons falling within Article 36.1.4(a), when taken together;

36.1.5 a body corporate in which:-

- (a) the Governor or any Connected Person falling within Articles 36.1.1 to 36.1.3 has a substantial interest; or
- (b) two or more persons falling within Article 36.1.5(a) who, when taken together, have a substantial interest.

36.2 Sections 350 – 352 of the Charities Act 2011 shall apply for the purposes of interpretation the terms used in this Article.