

COMPANY NUMBER:-

CHARITY NUMBER:-

THE COMPANIES ACTS 1985 and 1989

(as amended)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

UNIVERSITY OF GLOUCESTERSHIRE

(Incorporated on 8th December 2006)

INTERPRETATION

Incorporating the Instrument and Articles of Government pursuant to the Education Reform Act 1988:

- Articles 3,4,5,6 and 7 shall constitute the Instrument of Government; and
- Articles 2 and 9 to 35 shall constitute the Articles of Government.

1. PRELIMINARY

In these Articles:

"the Academic Board"

means the Academic Board of the University or a quorum of the members of the Academic Board at a meeting of the Academic Board as provided by these Articles and the Regulations;

"the Act"

means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force;

"these Articles"

means these Articles of Association or such other articles of association of the University from time to time in force;

"the Auditors"

means the auditors of the University;

"the Chair"

means the Chair of the Council appointed by the Council pursuant to the provisions of Article 7;

"the Council"

means the Council as a body or a quorum of the Council Members at a meeting of the Council, as provided by these Articles;

"the Deputy and Pro Vice-Chancellors"

means the Deputy and Pro Vice-Chancellors appointed by the Council pursuant to the provisions of Article 16.7 ;

"electronic communication"

means the same as in the Electronic Communications Act 2000;

"the Education Acts"

means the Education Acts 1944 to 1996 and the Education Reform Act 1988, including any statutory modification or re-enactment thereof for the time being in force;

"Fellows"	means the body of persons which shall be constituted and act in accordance with Articles 4.2 and 8 and "Fellow" shall mean any such person;
"Foundation Council Members"	means the Members of Council who are Fellows appointed pursuant to Article 3;
"Council Member" or "Member of Council"	means a person duly appointed as a Council Member of the University as provided by these Articles, being a director of the University and "Council Members" or "Members of Council" means all and any of such persons;
"Independent Council Members"	means the Members of Council appointed pursuant to Article 3;
"Local Authority"	shall be defined according to Section 579 (1) of the Education Act 1996;
"Local Authority Council Members"	means the Members of Council appointed pursuant to Article 3;
"Member"	means a member of the University, as provided by these Articles and "Members" means all and any of such persons;
"month"	means calendar month;
"the Office"	means the registered office of the University;
"Procedures"	means provisions in writing made from time to time, whether by Regulation, by the Vice-Chancellor or by any representative body constituted pursuant to these Articles for the purpose of regulating the proceedings of that body;

"the Vice-Chancellor"	means the Chief Executive and Vice Chancellor of the University as provided by these Articles;
"the Registers"	mean the Registers of Members and Directors of the University;
"the Registrar and Secretary"	means the University Registrar and Secretary as provided by these Articles;
"Regulations"	means regulations made from time to time by the Council pursuant to the powers in that behalf conferred upon it by these Articles;
"the Seal"	means the Common Seal of the University;
"the Secretary of State"	means the Secretary of State for Education and Skills or such other Minister of the Crown upon whom may devolve the present functions, duties and responsibilities of the Secretary of State insofar as they relate to the University;
"the Secretary"	means the person appointed as Secretary of the University and as the Registrar and Secretary to the Council as provided by these Articles;
"the Senior Staff"	means the Vice-Chancellor, the Deputy and Pro Vice-Chancellors, the Secretary, the Chaplains and the holders of such other senior posts as the Council shall from time to time determine as provided by these Articles;
"the Staff"	means all persons for the time being employed by the University;
"Staff Council Members"	means the Members of Council appointed pursuant to Article 3;

"Student"	means a person enrolled on a course of study or instruction at the University or a sabbatical officer of the Students' Union; and "the Students" means all such persons;
"Student Council Member"	means the Member of the Council appointed pursuant to Article 3;
"Students' Union"	means the Students' Union established pursuant to these Articles;
"the Academic Staff"	means the persons employed by the University in a teaching capacity;
"the United Kingdom"	means Great Britain and Northern Ireland;
"the University"	means the University of Gloucestershire;
"the Vice-Chair"	means the Vice-Chair to be appointed by the Council pursuant to the provisions of Article 7;
"in writing"	includes printing, lithography, typewriting, photography, facsimile and other modes of representing or reproducing words in permanent visible form;
"year"	means calendar year;

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

Words importing the masculine gender only shall include the feminine gender;

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

2. CONDUCT OF THE UNIVERSITY

The University shall be conducted in accordance with the provisions of the Act and the Education Acts, any relevant regulations, orders or directions made by the Secretary of

State, or by the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles.

3. MEMBERSHIP OF COUNCIL

3.1 The Council shall consist of 18 persons as follows :-

6 Foundation Council Members at least 2 of whom shall be Clergy who are Fellows and at least 2 of whom shall be Lay persons who are Fellows.

2 Local Authority Council Members

6 Independent Council Members

1 Vice-Chancellor unless he chooses not to be a Member of Council

2 Staff Council Members

1 Student Council Member who shall be the President for the time being of the Students' Union.

3.2 Members of the Staff, full-time Students and elected members of a Local Authority are not eligible for appointment as a Council Member or co-opted Council Member in any other capacity.

3.3 The period of any term of office shall not exceed 4 years and the total consecutive period of office of Local Authority Council Members shall not exceed 8 years. The other Members of Council other than those appointed to the Council in an ex officio capacity or by virtue of their Institutional appointment, and the President of the Students' Union who shall serve for a term of 1 year, shall serve for a term of up to 4 years and that, except for the offices of the Chair and Vice-Chair of the Council, no more than 2 terms of office should be served consecutively. In cases where particular expertise or continuity is essential, an exceptional further period of 1 to 4 years may be agreed by the Council on the recommendation of its Governance Committee.

- 3.4. For the purposes of these Articles a person who is not for the time being enrolled as a Student shall be treated as a Student when he has been granted leave of absence from the University for the purposes of study or travel or for carrying out duties of any office held by him in the Students' Union.

4. APPOINTMENT OF MEMBERS OF COUNCIL

- 4.1 No appointment of Council Members may be made before the first determination of the membership of Council in accordance with Article 3 above takes effect.
- 4.2 The 6 Foundation Council Members shall be appointed by the Fellows acting as an electoral college so that there are at least 2 Clerical and at least 2 Lay Members. Appointments shall be made by postal ballot and the Fellows may make rules not being inconsistent with this Memorandum and Articles of Association in accordance with which Foundation Council Members shall be appointed.
- 4.3 The 2 Local Authority Council Members shall be appointed by the Gloucestershire County Council as Local Education Authority; or such successor education authority as may be appointed from time to time.
- 4.4 The 2 Staff Council Members shall be appointed by the Staff in accordance with arrangements approved by the Council.
- 4.5 The 6 Independent Council Members shall be appointed by the Council in accordance with arrangements approved by the Council.
- 4.6 Where a vacancy in the office of an Independent Council Member arises or any existing Independent Council Member ceases to hold office on the expiry of his term of office his successor shall not be appointed more than six months before the expiry of that term.

5. TENURE OF OFFICE OF COUNCIL MEMBERS

5.1 The Council shall determine the period of office of Council Members in each of the categories set out in Article 3 above. Such members of Council shall hold and vacate office in accordance with the terms of their appointment.

5.2 A Member of the Council may at any time by notice in writing to the Secretary resign his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.

5.3 If at any time the Council is satisfied that any Council Member:

5.3.1 has been absent for three consecutive meetings of the Council without the permission of the Council; or

5.3.2 is unable or unfit to discharge the functions of a Council Member; or

5.3.3 is adjudicated bankrupt or has in any other way failed to meet the criteria set out in section 72 of the Charities Act 1993 or who has failed to meet the requirements derived from general law

the Council may by notice in writing to that Council Member remove him from office; and thereupon the office shall become vacant.

5.4 Where a Staff Council Member or a Student Council Member ceases before the end of his period of office to be a member of Staff or a Student, as the case may be, his office shall thereupon become vacant until the appointment of a successor.

6. REGISTERS OF MEMBERS AND DIRECTORS

6.1 The Members shall be all the Council Members from time to time.

6.2 The Directors shall be all the Council Members from time to time.

6.3 No person shall hold office as, or act as, a Council Member until:

- 6.3.1 that person has agreed in writing to become a Member; and
- 6.3.2 his name has been entered in the Registers; and
- 6.3.3 that person has signed a declaration and willingness to act in the trusts of the University.

6.4 A Council Member shall retire and his name shall be removed from the Registers upon his ceasing to be a Council Member. The membership and all rights of a Council Member shall be personal and shall not be transferable and the Council Member's name shall be removed from the Registers upon the Council Member's death.

7. CHAIR AND VICE-CHAIR OF THE COUNCIL

7.1 The Council shall at its first meeting after the end of April in each year or after the occurrence of a vacancy elect a Chair and a Vice-Chair one of whom shall be a Foundation Council Member and each of whom shall hold office until the election of his successor at the first meeting after the end of April in the next ensuing year or until his resignation or his ceasing to be a Member or Council Member whichever shall first occur. Neither the Chair nor Vice Chair shall be drawn from either Staff (by virtue of appointment or election) or Students.

7.2 Any Member of Council who holds or has previously held office as the Chair or Vice-Chair shall be eligible for re-election providing their total consecutive period as a Member of Council does not in total exceed 12 years.

8. FELLOWS

8.1 Body of Fellows

8.1.1 There shall be a body of Fellows which shall act as an electoral college for the appointment of Foundation Council Members. When complete the body of Fellows shall consist of one hundred clergy and one hundred laypersons of the Church of England who have signed a declaration that they are in sympathy with the principle specified in clause 3.1.2 of the Memorandum of Association.

- 8.1.2 The persons in office at the date of incorporation shall be the first Fellows.
- 8.1.3 Appointments of Fellows shall be made by the Fellows in accordance with rules to be made by them, which rules shall amongst other things always provide that -
- 8.1.3.1 appointments shall be made by postal ballot;
 - 8.1.3.2 nominations shall be made by not less than two Fellows;
 - 8.1.3.3 the appointment of a person to be a Fellow shall require not less than one-tenth of the votes of the Fellows in office at the date of the ballot.
- 8.1.4 The rules relating to the appointment of Fellows in force at the date of incorporation shall with such modification as shall be requisite deemed to be the first rules made under this clause.
- 8.1.5 Subject as in Article 8.1.3 above provided the rules made under this clause may from time to time be altered by the Fellows and by the Council of the University but any such alteration made by the Council shall not take effect until the day after that fixed for the next ensuing meeting of the Fellows and may be amended or disallowed by the Fellows at that meeting.
- 8.1.6 Subject to Article 8.1.7 below a Fellow shall hold office for life.
- 8.1.7 A Fellow -
- 8.1.7.1 who gives to the Secretary of the Fellows written notice of his resignation; or
 - 8.1.7.2 whose address has for a period of one year from the date of an annual meeting of the Fellows been unknown to their Secretary shall cease to be a Fellow.
- 8.1.8 Any person who has previously been a Fellow shall be eligible for re-appointment
- 8.2 Meetings of Fellows

- 8.2.1 The Fellows shall hold an annual meeting each year. A special meeting of the Fellows may at any time be summoned by the Council or at the request of any twelve Fellows made in writing to the Secretary of the Fellows and specifying the matters to be discussed.
- 8.2.2 All meetings of the Fellows shall be summoned by their Secretary upon giving not less than fifteen days' notice in writing to all the Fellows of the matters to be discussed
- 8.2.3 There shall be a quorum when not less than thirty Fellows (of whom at least six shall be clergymen and at least six shall be lay persons) are present at a meeting. Every matter shall be determined by the majority of the Fellows present and voting on the questions. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 8.2.4 If at any intended meeting of the Fellows there shall not be a quorum, the meeting shall be adjourned to another day and time to be fixed by the Fellows present or by a majority of them; but if at such adjourned meeting there shall be no quorum there shall not be a second adjournment.
- 8.2.5 Subject to compliance with the foregoing sub-clause of this clause, the Fellow shall have power to make rules for the summoning of their meetings and the conduct of their business.

8.3 Appointment Of Officers

- 8.3.1 The Fellows shall at their annual meeting in each year appoint a Patron, President, such number of Vice-Presidents as they think fit, a Treasurer and a Secretary, all of whom shall hold office from the termination of the meeting at which they are appointed until the termination of the next ensuing annual meeting.
- 8.3.2 If the office of Treasurer or Secretary shall fall vacant or shall not have been filled at an annual meeting, the Council may appoint a person to act as Treasurer or Secretary, as the case may be; and a person so appointed shall hold office until the termination of the next ensuing annual meeting of the Fellows.

9. POWERS AND DUTIES OF THE COUNCIL

- 9.1 The affairs of the University shall be conducted by the Council who may exercise all such powers of the University as are not by the Act or by these Articles required to be exercised by the University in General Meeting and without prejudice to the generality of the foregoing, the Council shall be responsible for :
- 9.1.1 the determination of the educational character and mission of the University and for oversight of its activities;
 - 9.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
 - 9.1.3 approving annual estimates of income and expenditure;
 - 9.1.4 the appointment, assignment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and the holders of senior posts as may be decided by the Council in accordance with the procedure laid down by the Council;
 - 9.1.5 setting a framework for the pay and conditions of service of all other staff;
 - 9.1.6 the appointment of Auditors;
 - 9.1.7 establishing and maintaining machinery for promoting engagement between the University and industry, commerce, the professions, other universities, other educational establishments, research organisations and local communities.
- 9.2 The Council may exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue bonds, debenture stock or other securities, whether outright or as security for any debt or obligation of the University.

10. DELEGATION OF FUNCTIONS AND COMMITTEES

- 10.1 Subject to the following provisions of this Article, the Council may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chair of the Council or to the Vice-Chancellor.
- 10.2 The Council shall establish a Committee or Committees to determine or advise on internal and external audit, the remuneration of the Vice-Chancellor and the Senior Staff and the appointment of Members of Council.
- 10.3 The Council shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance and remuneration as the Council may remit to them. The members of the committee or committees shall be drawn from the Council other than Staff Council Members or Student Council Members.
- 10.4 The Council may establish a committee or committees for any purpose or function other than those reserved to itself in Article 10.5 or those assigned elsewhere to the Vice-Chancellor or Academic Board and may delegate powers to such committee or to the Chair or to the Vice-Chancellor. The membership of these committees shall be open to persons who are not Council Members but, with the exception of the Students Disciplinary Committee and the Audit Committee, not less than one third of any such committee members shall be Council Members.
- 10.5 The Council shall not, however, delegate the following:
- 10.5.1 the determination of the educational character and mission of the University;
 - 10.5.2 the approval of the annual estimates of income and expenditure;
 - 10.5.3 ensuring the solvency of the University and the safeguarding of its assets;
 - 10.5.4 the appointment or dismissal of the Senior Staff;

- 10.5.5 the varying or revoking of these Articles or the Memorandum of Association of the University;
- 10.5.6 any matter safeguarded against delegation by the Charities Act 1993.

11. PROCEDURES FOR COUNCIL MEETINGS

11.1 Quorum

- 11.1.1 The quorum for meetings of the Council shall be 8 members of whom at least 6 must be Foundation Council Members, Local Authority Council Members or Independent Council Members. If a Council meeting is quorate but less than half the Council Members present are Foundation, Local Authority or Independent Council Members a majority of the Foundation, Local Authority or Independent Council Members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
- 11.1.2 If a quorum is not present within half an hour from the time appointed for the meeting or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Council may determine.

11.2 Notice of Council Meetings

The Registrar and Secretary shall give a minimum of 7 days' written notice of all meetings of Council and shall circulate the agenda and all papers for the meeting including details of any resolution to be proposed at such meeting.

11.3 Chair and Vice-Chair

The Chair of the Council shall chair every meeting of the Council or, if he shall not be present within 10 minutes after the time appointed for holding the same or is unwilling to act, the Vice-Chair if present and willing will

preside, failing which the Council Members present shall choose one of their number present to be the chair of the meeting.

11.4 Voting

11.4.1 Except as otherwise provided every matter shall be determined by the majority of votes of the Council Members present and voting on the question. In cases of equality of votes the chair of the meeting shall have a casting vote whether he has or has not voted previously on the same question.

11.4.2 There is no provision for alternates to attend any meeting of the Council in the absence of the person properly appointed to be a Council Member neither are there any circumstances where the voting on any matter shall include a system of proxy voting.

11.4.3 Council Members shall not be bound in their speaking and voting by instructions given to them by other persons and Council Members shall place paramount importance on serving the interests of the University rather than any sectional group or concern.

11.5 Proceedings of The Council

11.5.1 The proceedings of the Council shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any Council Member or during any period when the number of appointed Council Members falls temporarily below the number required by Article 3.1

11.5.2 Any resolution of the Council may be rescinded or varied at a subsequent meeting if 14 days notice of the intention to rescind or vary the same has been given in writing to all Members of Council.

11.5.3 The Council shall make available for inspection by the Staff and Students the following documents:- agendas, draft minutes (if they

have been approved by the Chair), approved minutes, reports and papers considered at meetings except where such papers relate to a named member of Staff or named Student or prospective Staff or Students or any matter which the Council or its committees determine should be dealt with on a confidential basis.

- 11.5.4 A resolution in writing signed by all the Council Members entitled to receive notice of a Council meeting or a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of Council or (as the case may be) a committee of the Council Members duly convened and held and may consist of several documents in the like form each signed by one or more Council Members or committee members.

12. GENERAL MEETINGS

- 12.1 The University shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the University and that of the next. The annual general meeting shall be held at such time and place in the United Kingdom as the Council shall determine.
- 12.2 All general meetings of the University other than annual general meetings shall be called extraordinary general meetings.
- 12.3 The Council may, whenever it thinks fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as is provided by Section 368 of the Act.

13. NOTICE OF GENERAL MEETINGS

- 13.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty one days' notice in writing. All other extraordinary general meetings shall be called by at least fourteen days' notice in writing provided that a meeting of the University shall, notwithstanding that it is called by shorter notice than

that specified in this Article, be deemed to have been duly called if it is so agreed:

13.1.1 in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and

13.1.2 in the case of any other meeting, by a majority in number of the Members, having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of all the Members.

The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given, and shall specify the place, the day and hour of the meeting and the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the University in General Meeting, to such persons as are under the Articles entitled to receive such notices from the University.

13.2 The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

13.3 Notice of general meeting shall be given in any manner herein before authorised to:

13.3.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the University an address within the United Kingdom for the giving of notices to them;

13.3.2 the Auditors.

13.4 No other person shall be entitled to receive notices of general meetings.

14. PROCEEDINGS AT GENERAL MEETINGS

14.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and the

reports of the Council and the Auditors and the appointment of, and the fixing of the remuneration, if any, of the Auditors.

- 14.2 Save as herein otherwise provided, the quorum at any general meeting shall be 8 Members of whom at least 6 must be Foundation Council Members, Local Authority Council Members or Independent Council Members.
- 14.3 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Members may determine.
- 14.4 The Chair of the Council shall chair every general meeting of the University, or, if the Chair shall not be present in person within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair, if any, shall if present and willing to act preside, failing which the Members present shall elect one of their number not being a Staff Council Member or a Student Council Member to be chair of the general meeting.
- 14.5 The chair of any general meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than two clear days' notice must be given of any adjourned meeting. When a meeting is adjourned for thirty days or more a new notice of meeting shall be given in respect of the adjourned meeting in such manner as is required by Article 13.1.
- 14.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or unless a poll is, before or upon the declaration of the result of the show of hands, demanded personally by the chair of the meeting or by at least five Members or by at least one-tenth of the total number of the Members. Unless a poll be so demanded, a declaration by the chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the University, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of

or against that resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 14.7 Subject to the provisions of these Articles, if a poll is demanded in the manner referred to in Article 14.6 above, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice in writing shall be given specifying the time and place at which the poll is to be taken.
- 14.8 No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
- 14.9 In the case of an equality of votes whether on a show of hands or a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 14.10 Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every such Member has signified his approval in writing or by electronic communication, shall be as valid and effective as if it had been passed at a general meeting of the University duly called and constituted.
- 14.11 Subject to the provisions of Article 14.12, every Member shall have one vote at any general meeting. Votes shall be given personally, as provided in Article 14.6.
- 14.12 No Member shall be entitled to vote at any general meeting unless all moneys presently due from him to the University by way of guarantee as a Member have been paid.

15. INTERESTS OF COUNCIL MEMBERS

- 15.1 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 he shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of Members of Council against liabilities are being discussed. If necessary, the Chair or in his 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 a Vice-Chair of a committee of the Council shall determine the matter.
- 15.2 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 thereout if his interest therein arises solely by virtue of that Council Member being a member, officer or representative of a Local Authority or a Member or a member of a company in which he holds not more than one per cent of the capital.
- 15.3 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 own position is being discussed.
- 15.4 There shall be a Register of Council Members' Interests maintained by the Secretary. 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.
- 15.5 The Council Members may be reimbursed by the University for all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or

any general meetings or in rendering any other service in their capacity as Council Members, but shall not be entitled to any remuneration for their services as Council Members.

16. VICE-CHANCELLOR

- 16.1 The Council shall appoint a Vice-Chancellor who shall be Vice-Chancellor and Chief Executive of the University, or such other designation as the Council shall think fit, upon such terms and conditions of employment as it shall think fit.
- 16.2 Upon the occurrence of a vacancy or expected vacancy in the office of the Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally.
- 16.3 In the event of a vacancy in the office of Vice-Chancellor or the absence of the Vice-Chancellor by reason of illness or otherwise, the Council may appoint, on such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an Acting Vice-Chancellor.
- 16.4 Without prejudice to any terms or conditions attached to the appointment of the Vice-Chancellor from time to time pursuant to Article 16 the Vice-Chancellor shall have the following powers and duties:
- 16.4.1 making proposals to the Council about the educational character and mission of the University and for implementing the decisions of the Council;
 - 16.4.2 the organisation, direction and management of the University and leadership of the Staff;
 - 16.4.3 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 and Senior Staff other than the Vice-Chancellor;
 - 16.4.4 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;

- 16.4.5 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
 - 16.4.6 the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons.
- 16.5 The Vice-Chancellor may delegate the exercise of any or all of the powers or duties listed in Article 16.4 except where these Articles, or the Regulations specifically prohibit such delegation. In respect of Article 16.4.3, the Vice-Chancellor may delegate the dismissal of Staff (other than Senior Staff) only to a member of the Senior Staff.
- 16.6 The Vice-Chancellor shall establish an executive group of Staff to assist him in discharging his role. The structure of this executive group shall be subject to the approval of the Council.
- 16.7 The Council may appoint the Deputy and Pro Vice-Chancellors of the University. The Deputy and Pro Vice-Chancellors shall be responsible to the Vice-Chancellor for such aspects of the organisation, management and conduct of the University as may be assigned to them from time to time by the Vice-Chancellor .

17. CHANCELLOR

- 17.1 The Council may appoint a Chancellor to the University who shall represent the University from time to time. He shall not be a Council Member or a member of Staff and shall receive no remuneration other than expenses incurred. He shall not have powers to bind the University to a course of action.
- 17.2 The appointment shall be for such term or terms of office not exceeding in aggregate eight years, as Council shall determine.
- 17.3 In exceptional circumstances Council may by Special Resolution agree a further term of office of one to four years.

- 17.4 If at any time Council is satisfied that the Chancellor is unable or unfit to discharge the functions of Chancellor then Council may by notice in writing to the Chancellor remove him from office from the date specified in the notice and thereupon the office shall become vacant."

18. THE SECRETARY

- 18.1 The Council shall appoint the Secretary of the University who shall be the Company Secretary and may suspend or remove such person from that appointment. If required, the Council may from time to time appoint an Assistant Secretary or Secretaries to act in the absence of the Secretary and may suspend or remove such person or persons from that appointment. The Secretary shall act as Registrar and Secretary to the Council. Assistant Secretaries shall act as Assistant Registrar and Secretary to the Council.
- 18.2 A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Council Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in place of, the Secretary.

19. THE APPOINTMENT OF STAFF

- 19.1 Subject to the provisions of these Articles and the Regulations the Vice-Chancellor shall have the power to appoint the Staff (other than the Senior Staff).
- 19.2 The Council shall establish Regulations and Procedures governing the appointment of Staff. The Regulations and Procedures may contain different provisions for different categories of Staff.
- 19.3 The policy for pay and general conditions of employment for all members of the Staff shall be determined by the Council.
- 19.4 Each member of the Staff shall serve under a contract of employment with the University.

20. CONDUCT OF STAFF

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

- 20.2 In making rules under Article 20, the Council shall have regard to the need to ensure that the Academic Staff and other 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. DISCIPLINE, SUSPENSION AND DISMISSAL OF STAFF

- 21.1 After consultation with the Staff, the Council shall make rules relating to the discipline, suspension and dismissal of staff.

Suspension

- 21.2 The Chair or in the absence of the Chair, the Vice Chair, may suspend from duty, with pay, the Vice-Chancellor and holders of Senior Staff posts for misconduct or other good and urgent cause. The Chair or Vice Chair shall report such suspension in writing to the Council within two working days or as soon thereafter as practicable.
- 21.3 The Vice-Chancellor or a member of the Senior Staff designated for this purpose by the Vice-Chancellor may suspend from duty, with pay, any member of the Staff other than holders of Senior Staff posts for misconduct or other good and urgent cause.
- 21.4 A member of the Staff who is suspended from duty shall be entitled to receive from the person authorizing the suspension written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 21.5 Rules made under Article 21.1 for the suspension of staff shall include provision that :
- 21.5.1 any person who has been under suspension for three weeks or more may appeal in writing against the suspension,
- 21.5.2 any appeal made under Article 21.5.1 shall be considered as soon as practicable; and

21.5.3 a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

- 21.6 If the Chair of the Council, or in his absence the Vice Chair, or a majority of the Members of Council, consider that it may be appropriate for the Council to dismiss the holder of a Senior Staff post, the Chair or Vice Chair, as the case may be, shall refer the matter to a special committee of the Council, which shall be convened as soon as possible to examine the facts, investigate the ground for dismissal and make a decision on behalf of Council.
- 21.7 The special committee shall consist of at least three members of the Council. The Chair of the Council, the Vice Chair and the Vice-Chancellor shall not be eligible for membership of the special committee.
- 21.8 The Council shall make rules under Article 21.1 specifying procedures for the membership and conduct of the special committee.
- 21.9 The Vice-Chancellor or a member of the Senior Staff designated for this purpose by the Vice-Chancellor may dismiss any member of the Staff other than the holders of Senior Staff posts and if the circumstances are such that he 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.
- 21.10 Where the Vice-Chancellor or the designated member of the Senior Staff proposes to dismiss such a member of Staff he shall notify the member of Staff concerned of that proposal. That Staff member shall be given an opportunity to make representations to the Vice-Chancellor or the designated member of the Senior Staff (including oral representations, for which purpose the Staff member may be accompanied and represented by a friend) before any decision to dismiss is taken.

Appeals

- 21.11 Where a member of the Senior Staff has been dismissed pursuant to Article 21.6 that Senior Staff member may appeal to the Council. Members of

Council who sat on the special committee that made the decision to dismiss shall not take part in the determination of the appeal.

21.12 Where a Staff member has been dismissed pursuant to Article 21.9 or a decision to dismiss has been taken pursuant to Article 21.10 that Staff member may appeal against the dismissal or decision, as the case may be. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.

21.13 Procedures for the consideration of appeals against dismissals shall be specified in rules made under Article 21.1. The rules should include rights of representation.

22. GRIEVANCE PROCEDURES

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.

23. THE ACADEMIC BOARD

23.1 There shall be an Academic Board of no more than 30 members, comprising the Vice-Chancellor (who shall be chair of the Academic Board) and such other number of Staff and Students as may from time to time be approved by Regulations of the Council. The Vice-Chancellor may nominate a deputy chair from among the members of the Academic Board to take the chair in his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Council.

23.2 The members of the Academic Board who are members of Staff or Students shall be elected in accordance with procedures made by the Council. The Academic Board shall have the powers and duties delegated to it by the Council. It shall have the right to make representations to the Council on any academic matters.

24. RESPONSIBILITIES OF THE ACADEMIC BOARD

- 24.1 Subject to the provisions of these Articles, to the overall responsibility of the Council, and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for :
- 24.2 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 award of qualifications and honorary academic titles; the procedures for the expulsion of Students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
- 24.3 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
- 24.4 advising on such other matters as the Council or the Vice-Chancellor may refer to the Academic Board. Any committee of the Academic Board shall report its proceedings to the Academic Board.
- 24.5 The Academic Board 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 and the Council. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board. Any committee of the Academic Board shall report its proceedings to the Academic Board.

25. STUDENTS' UNION

- 25.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with statutory requirements and any constitution approved by the Council. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Council.

25.2 The Students' Union shall present audited accounts annually to the Council. The Council shall annually approve the budget and make appropriate arrangements for the monitoring of expenditure.

25.3 The Council, after consultation with the Academic Board and representatives of the Students, shall make rules with respect to the conduct of Students, including procedures for suspension and expulsion.

26. **TERMINATION OF ENROLMENT OF STUDENTS ON ACADEMIC GROUNDS**

After consultation with the Council and with representatives of the Students, the Academic Board shall establish Procedures governing the termination of enrolment of Students for unsatisfactory standards of work or other academic reasons and shall provide for the right of Students to appeal to the Academic Board or an appointed committee thereof against such a decision to terminate their enrolment.

27. **STUDENT CONSULTATION**

The Council shall make rules to ensure that Students have adequate opportunity to raise matters of proper concern to them at all appropriate levels in the University. This shall include the provision of Procedures for hearing Student complaints.

28. **PROVISION OF INFORMATION**

28.1 A copy of these Articles and of the Memorandum of Association and of the Regulations and procedures shall be given to every Council Member and shall be available for inspection upon request to every member of the Staff and every Student or prospective Student or member of the public.

28.2 The Council shall cause records to be made

28.2.1 of all Regulations and Procedures made by the Council;

28.2.2 of all resolutions and proceedings at all meetings of the University and of the Council, and of Committees of the Council and Academic Board;

28.2.3 of all appointments of Council Members, the Vice-Chancellor, an Acting Vice-Chancellor, Registrars and Secretaries, Assistant

Registrars and Secretaries, and of any other Senior Staff appointments;

- 28.2.4 of the names of the Council Members present at each meeting of the Council and of any Committee of the Council and Academic Board.
- 28.3 Every Council Member present at any meeting of the Council or any meeting of any committee of the Council shall sign his name in a book to be kept for that purpose.
- 28.4 The agenda, papers and minutes for meetings of the Council and committees of the Council (except in such cases where the Council or the committee concerned or Academic Board deems that any document shall be kept confidential, for example on grounds that it treats matters which are commercially or legally sensitive or which relate to the affairs of named or identifiable individuals or to the relationship between the University and another party the interests of whom are to be safeguarded) shall be available for inspection upon request to every Member, member of the Staff and every Student and the Council shall arrange for all practicable steps to be taken to maintain these documents as records.

29. ACCOUNTS AND FINANCIAL PROCEDURES

- 29.1 The Council shall procure that the University keeps accounting records in accordance with the requirements of Section 221 of the Act.
- 29.2 The accounting records shall be kept at the Office of the University or, subject to the Act, at such other place or places as the Council think fit, and shall be open to the inspection of the Council Members and of such other persons as the Council may authorise.
- 29.3 The Council shall from time to time in accordance with the Act, and as otherwise required by these Articles or the Regulations, cause to be prepared and to be laid before the University in General Meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are required by the Act, these Articles or the Regulations.

29.4 A copy of every balance sheet and income and expenditure account (including every document enquired by law to be annexed thereto) which is to be laid before the University in General Meeting, together with a copy of the Auditors' Report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the University; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the University is not aware or to more than one of the joint holders of any debentures.

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

30. AUDITORS

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

31. ATTORNEYS

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

32. THE SEAL

The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a Committee authorised by the Council on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member or by some other person appointed by the Council for that purpose. The Secretary shall cause reports to be made to the Council from time to time on the use of the Seal and on executions by deed.

33. REGULATIONS

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

- 33.1 no Regulation shall have effect if and to the extent that it is inconsistent with the Memorandum or Articles of Association of the University;
- 33.2 no Regulations concerning the role of the Academic Board shall be made until the Academic Board has been given an opportunity to consider and report to the Council thereon and until any reports made by the Academic Board in response to that opportunity have been considered by the Council.
- 33.3 every Regulation made by the Council shall have effect as if the same was contained in these Articles save that they may at any time or times be revoked or varied by the Council in like manner as they may be made.

34. DISSOLUTION

Clause 12 of the Memorandum of Association of the University relating to the winding up or dissolution of the University shall have effect as if the provisions thereof were repeated in the Articles.

35. AMENDMENT OF ARTICLES

Subject to the provisions of the Act and the condition contained in Clause 8 of the Memorandum of Association, these Articles may be amended or replaced by a special resolution of the University in general meeting either with the approval of the Privy Council, or as required by the Privy Council in accordance with Section 129B of the Education Reform Act 1988.

36. NOTICES

- 36.1 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a Council meeting) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

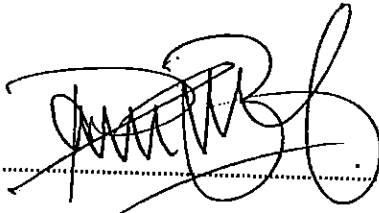
- 36.2 The University may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the University by the Member. A Member whose registered address is not within the United Kingdom and who gives to the University an address is not within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the University.
- 36.3 A Member or Council Member present at any meeting of the University or the Council (as the case may be) shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 36.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

NAME AND ADDRESS OF SUBSCRIBER

Patrick Brooke
~~Appledene~~ 130 Albert Road
18 Townsend Lane
Lower Almondsbury Cheltenham
Bristol
~~B832 4EQ~~ GL52 3JF

Signature:



Dated:

4/10/06

Witness to the above Signature:

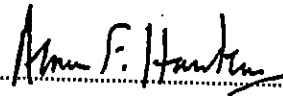
Name:

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9 HARLEYS FIELD
ABBEYMEAD
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GL4 4RN

Alan Hawker
Church Paddock
Church Lane
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Chippenham
SN15 5NR

Signature:



Dated:

26/09/06

Witness to the above Signature:

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Ceri David Jones
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Signature:

Ceri D Jones

Dated:

19/9/06

Witness to the above Signature:

Name:

P McStock

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David Lloyd Setchell
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Signature:

David Lloyd Setchell

Dated:

21/9/06

Witness to the above Signature:

Name:

P. van Rossum

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