

Í H YgY'5fHjVWgġ

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

Í H Y'5i Xjġcfġ

means the Auditors of the University;

Í H Y'6cUfX'cZ ; cj Yfbcfġġ ' cf Í H Y'6cUfXġ

means the Board of Governors as a body or a

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means The University of Chichester, being a company limited by guarantee and not having a share capital;

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means the Chief Executive of the University as provided by these Articles;

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Includes printing, lithography, typewriting, photography, facsimile and other modes of representing or reproducing words in permanent visible form;

- (c) the study of Christian theology; and
- (d) the provision in the interest of the social welfare of the students of the University of facilities for recreation and other leisure-time occupation which will improve their conditions of life and of which they have need by reason of their social and economic circumstances.

3.3 The University in carrying out its objects shall comply with the provisions of the law relating to education and shall have and may exercise (but only to the extent

or expedient, including the recognition of courses or parts of courses of, or taught at, such other universities and educational institutions and other bodies as leading to Awards or Credits of the University;

3.3.7 to provide or cause to be provided accommodation and related facilities for staff and students;

3.3.8 to provide for the recreational, social and spiritual needs and general welfare of the students of the University;

3.3.9 to establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the University;

3.3.10 to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the University by any of the **University's subsidiary undertakings, joint ventures, partnerships and** other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects and powers of the University;

3.3.11 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the University; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions

- 3.3.13 to solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions;
- 3.3.14 to borrow and raise money and secure or discharge any debt or obligation of or binding on the University in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the University, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description;
- 3.3.15 to undertake, execute and perform any trust or conditions affecting any property of any description of the University whether acquired by gift or otherwise;
- 3.3.16 to invest funds of the University not immediately required for its purposes in or upon such investments, securities or property as it may think fit, and subject also as provided by **Article 3** hereof;
- 3.3.17 to employ and engage the services of such persons as are considered necessary f.987(i)-13.9868(-8.9984(f)4.99067(.987(6(a)-11.998Erth.019462a)-11.9

University shall think fit, for the use of the public or any class of members of the public;

3.3.22 to license, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs,

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- 3.3.30** to take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form, to the funds or property of the University; or to any funds or property of the University or property of which the University shall be the Manager or Trustee;
- 3.3.31** to undertake and carry out the office or offices and duties of manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate for any purpose which may seem directly or indirectly to further all or any of the objects of the University;
- 3.3.32** to accept payment in discharge or satisfaction of any debt, obligation or liability to the University in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above

4. **Conflict of Interests**

- 4.1 A Governor must declare the nature and extent of any interest, direct or indirect, which s/hT /R7hich s8dG44(e)h99463(mu)-as s8.99463(mu)-G44(e)a-13.9763.D8840.D e

significant and clear advantage over all the other options available.

5.3.2.4 A company of which a Governor is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Governor holds no more than 1% of the issued capital of that company.

5.3.2.5 Any other benefit authorised by the Governors.

5.4 The University and its Governors may only rely upon the authority provided by **Article 5.3** if each of the following conditions is satisfied:

5.4.1 The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.

5.4.2 The conflicted Governors are absent from the part of any meeting at which there is discussion of:

5.4.2.1 his or her employment or remuneration, or any matter concerning the contract or arrangement; or

5.4.2.2 his or her performance in the employment or office, or his or her performance of the contract; or

5.4.2.3 any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under **Article 5**;

5.4.2.4 if applicable, the matters described in **Article 5.3.2.3**; or

5.4.2.5 any other matter relating to a payment or the conferring of any benefit permitted by **Article 5.3**.

5.4.3 The conflicted Governors do not vote on any such matter and are not to be counted when calculating whether a quorum of Governors is present at the meeting.

5.4.4 The non-conflicted Governors are satisfied that it is in the interests of the University to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the non-conflicted Governors must balance the advantage of employing a Governor against that disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).

- 5.4.5 The reason for their decision is recorded by the non-conflicted Governors.
- 5.4.6 A majority of the Governors then in office are non-conflicted.
- 5.4.7

6. Members and winding up

6.1 The liability of the Members is limited.

6.2 Every member of the University undertakes to contribute to the assets of the University in the event of the same being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the University contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

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

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

6.4.1 The Members shall be responsible for the winding up of the affairs of the University (including in particular the termination of Contracts of Employment of and all necessary consequential payments to persons employed for the purposes of the University) and for settling all liabilities lawfully incurred by the Governors and the Members shall to the extent that funds available from other sources are insufficient for the purpose provide the Governors with any necessary funds out of the property of the University;

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

7. Conduct of the University

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

8. Membership of the Board of Governors

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

8.2 Subject to the following sub-paragraphs of this **Article 8**, the Board of Governors shall consist of at least nineteen persons and not more than twenty-five as the Board will determine from time to time, and shall consist of:

8.2.1 The Vice-Chancellor;

8.2.2 Independent Governors the number of whom shall be not less than half the total Governors;

8.2.3 four nominated Governors being:

(a) one Student Governor;

(b) two Teaching Staff Governors;

(c) one non Teaching Staff Governor.

8.2.4 the balance shall be co-opted Governors.

8.3 Independent Governors

8.3.1 Half (or in the event of an odd number of Independent Governors half plus one) of the Independent Governors of the Board of Governors shall be appointees drawn from persons recommended by the Church of England acting through the Residual Trustees. They shall include the Bishop of Chichester if so determined by the Residual Trustees.

8.3.2 All Independent Governors of the Board of Governors (including those recommended by the Residual Trustees) shall be persons appearing to the Board of Governors to have experience of, and to have shown

capacity in, industrial, commercial or employment matters or the practice of any profession on the basis of ensuring the Board of Governors has a balanced skillset as determined by the Board of Governors from time to time.

- 8.3.3 All Independent Governors shall be appointed by the Board of Governors following an appointments process run by the Nominations and Effectiveness Committee which process shall be approved by the Board of Governors from time to time.
- 8.3.4 All co-opted Governors shall be appointed by the Board of Governors following a process run by the Nominations and Effectiveness Committee which process shall be approved by the Board of Governors from time to time.
- 8.3.5 If the Board of Governors fails to appoint to a vacancy for an Independent Governor within three months of the vacancy arising, the then current Independent Governors (including the Independent Governors appointed by the Residual Trustees) shall make the appointment to the vacancy.

Where a vacancy arises for an Independent Governor which under these Governors shall

the Bishop of Chichester and such other post holders as the Board of Governors may decide from time to time.

- 8.8** Notwithstanding **Article 8**, a Governor shall, ipso facto, cease to be a Governor if he or she:
- 8.8.1** resigns his or her office as Governor by notice in writing to the Board, such resignation being effective from the date of receipt of the notice or date of resignation specified therein whichever shall be the later, without prejudice to **Article 8.7**; or
 - 8.8.2** becomes a patient defined in the Mental Health Act 1983; or
 - 8.8.3** becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 8.8.4** holds office as a Governor subject to satisfying certain conditions for eligibility of such appointment and ceases to satisfy such conditions (including without limitation any conditions as contained in **Article 8**); or
 - 8.8.5** without the consent of the Board accepts any office or position of profit under the University unless such office is that of the Vice-Chancellor without prejudice to the eligibility of such person for appointment as a staff governor in accordance with **Articles 8.2.3(b)** or **8.2.3(c)**; or
 - 8.8.6** ab22.006(t)-f 13.8297 0 Tdh

8.8.12 brings himself or herself or the University into disrepute or damages his/her or **the University's reputation and the Board of Governors resolve** that such office be vacated for such reason; or

8.8.13 the Governor loses the confidence of the Board of Governors and the Board resolve that such office be vacated for such reason.

9. **Register of Members and Directors**

9.1 The University must keep a register of the Members and the Directors as required by the Acts.

9.2 The Members shall be all the Governors from time to time.

9.3 The Directors shall be all the Governors from time to time.

9.4 No person shall hold office as, or act as, a Governor until that person has agreed in writing to become a Member of the University and his or her name has been entered in the Register of Members and Directors.

9.5 A Governor shall retire and his or her name shall be removed from the Register of Members and Directors upon his or her ceasing to be a Governor. The membership and all rights of a Governor shall be personal and shall not be transferable nor shall be charged or otherwise encumbered **and the Governor's name shall be removed from the Register upon the Governor's death.**

10. **Chair and Vice Chair of the Board of Governors**

The Board of Governors shall, at its first meeting in each academic year, appoint Governors, not being members of the Staff or Students of the University, to be respectively Chair and Vice Chair of the Board for the ensuing year. Unless they resign from or become ineligible to hold such office or are removed from such office by resolution of the Board or otherwise cease to be Governors as a result of the operation of **Article 8.8** the Chair and Vice Chair shall be deemed to continue in office until their successors are appointed. The Board may fill a vacancy arising in either of these offices for up to the remainder of the term of office in which the vacancy occurs. Normally, the Chair and Vice Chair of the Board shall not be eligible for reappointment after nine years. Exceptionally, on grounds of the individual expertise of the Chair or Vice Chair, further terms of office may be approved either immediately or on the occurrence of a vacancy after a further period of time.

11. **Powers and Duties of the Board of Governors**

11.1 Without prejudice to **Article 7** the Board of Governors shall be responsible, inter alia, for:

- 11.1.1 the determination of the educational character and objectives of the University and for the supervision of its activities;
- 11.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- 11.1.3 approving annual estimates of income and expenditure;
- 11.1.4 the determination of membership of the Designated Staff;
- 11.1.5 for the assignment of duties and of the appraisal of the Vice-Chancellor;
- 11.1.6 the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Designated Staff;
- 11.1.7 the determination of the policy for pay and general conditions of service of the Designated Staff.

11.7 The Board may, subject to these Articles and the Regulations, delegate to any Committee of the Board, Academic Board or to the Chair or Vice Chair of the Board or to the Chair or Vice Chair of any committee of the Board or to the Vice-Chancellor and on such terms and conditions as it shall from time to time think fit the exercise of all or any of the powers and duties conferred upon it by these

11.8.2 the authorisation of expenditure of any moneys or the disposal of any assets of the University except within such limits as the Board deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.

12. **Proceedings of the Board of Governors**

12.1 The Board of Governors may meet together for the despatch of business, may adjourn, and may by Procedures or otherwise regulate its meetings as it shall from time to time think fit, but shall meet not less than three times in every year. The Clerk, on the requisition of the Chair or of any five or more of the Governors, shall summon a meeting of the Board by giving to them personally or by sending a notice thereof by first class prepaid post or electronic mail to every Governor at his or her usual residential address or other address nominated by the Governor and notified to the Clerk of the Board so that where notice is served personally or by post such notice shall be deemed to be received two days after service or posting. Where a notice is sent by e-mail receipt of a properly addressed e-mail transaction report shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission of the e-mail following receipt of the e-mail transaction report. Every notice of meeting shall state the time, date and place for such meeting and the business to be considered at such meeting. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom if a meeting is convened personally or by post.

12.2 The quorum for meetings of the Board shall be eight Governors of whom not fewer than five shall be Independent Governors. No business shall be transacted at any meeting of the Board unless a quorum is present save that notwithstanding that no quorum is present the Governors may elect a Chair to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned. If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled. If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned. In either case, the Clerk shall by notice in accordance with **Article 12.1**

- 13.1** 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 Board shall determine and shall usually take place on the same day as a meeting of the Board.
- 13.2** All General Meetings of the University other than Annual General Meetings shall be called General Meetings.
- 13.3** The Board may, whenever it thinks fit, convene a General Meeting, and

residential address or other address nominated by the Member and notified to the Clerk to the Board or (if that Member has no such address within the United Kingdom) to the address, if any, within the United Kingdom supplied by that Member to the University for the giving of notice to that Member. Where a notice is sent personally or by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have become effective two days after service or posting. Where a notice is sent by e-mail receipt of a properly addressed e-mail transaction report shall be conclusive evidence that the notice was given and the notice shall be deemed to

unwilling to act, the Vice Chair, if any, of the Board shall if present and willing to act preside, failing which the Members present shall elect one of their number being an Independent Governor to be Chair of such meeting.

15.6 The Chair of any Annual General Meeting or other General Meetin

writing or by electronic transmission, shall be as valid and effective as if it had been passed at an Annual General Meeting or other General Meeting of the University duly called and constituted. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more Members. Digital signatures and faxed signatures will not suffice for the purpose of this Article. A

16.5 In the event of a vacancy in the office of Vice-Chancellor or the absence of the Vice-Chancellor by reason of illness or otherwise, the Board may appoint, on such

17. The Principal Chaplain

- 17.1** There shall be a chaplaincy which shall include the provision in accordance with the doctrine rites and practices of the Church of England of religious instruction worship and care.
- 17.2** The Principal Chaplain of the University shall be a priest of the Church of England or of a Church in communion with it.
- 17.3** The detailed arrangements for the appointment of the Principal Chaplain shall be

19.3 The policy for pay and general conditions of employment for all members of the Staff shall be determined by the Board.

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 recognised representatives of the Staff, the Board of Governors shall make Regulations governing the conduct of Staff and the discipline of Staff for occasions of misconduct.

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

21. Suspension of Staff

21.1

- (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

22. Dismissal of Staff

22.1 A Member of the Designated Staff

- 22.1.1 If the Chair of the Board of Governors, or in his or her absence the Vice Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss a member of the Designated Staff, the Chair, Vice Chair or the Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal, and make a report to the Board of Governors.
- 22.1.2 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.
- 22.1.3 The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any considerations which the Committee considers should be taken

22.1.6 The Board of Governors shall make rules specifying procedures for the

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

26. Conduct of Students

After consultation with the Academic Board and with representatives of the Students, the Board of Governors shall make Regulations governing the conduct of Students, including provision for the discipline of Students on the grounds of misconduct and for suspension and expulsion.

27. Expulsion of Students

After consultation with the Board of Governors and with representatives of the Students, the Academic Board shall establish Procedures governing the expulsion of Students from the University for unsatisfactory standards of work or other 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 expel them.

28. Provision of Information

28.1 A copy of these Articles and of the Regulations and Procedures shall be given to every Governor and shall be available for inspection upon request to every member of the Staff and every Student or prospective Student or member of the public.

28.2 The Board shall cause records to be made in books provided for that purpose:

28.2.1 of all Regulations and Procedures made by the Board;

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

28.2.3 of all appointments of Governors, the Vice-Chancellor, Acting Vice-Chancellor and Principal Chaplain; Secretaries, Assistant Secretaries, Clerks and Assistant Clerks and of any other appointments made under **Article 11.1.4**;

28.2.4 of the names of the Governors present at each meeting of the Board and of any Committee of the Board and Academic Board.

28.3 Every Governor present at any meeting of the Board or any meeting of any Committee of the Board shall sign his or her name in a book to be kept for that purpose.

28.4 The agenda, papers and minutes for meetings of the Board and Committees of the Board (except in such cases where the Board or the Committee concerned or

30. Auditors

34. Amendment of Articles

34.1 Subject to the provisions of the Act and this **Article 34**, 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.

34.2 No alteration or alterations shall be made to the provisions of the Articles of Association which would:

34.2.1