THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

UNIVERSITY OF GREENWICH

(which include, by virtue of s.28 of the Companies Act 2006, provisions previously contained in the Memorandum of Association)

1. COMPANY NAME

The company's name is "University of Greenwich" (and in this document is called the "**University**").

2. INTERPRETATION

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

"Academic Council"	means the body established in accordance with Article 20
"**Companies Acts**"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the University
"Connected Person"	shall have the meaning set out in Article 34
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006
"electronic means"	includes any technology that enables communications regardless of whether the persons communicating are physically in the same place
"**Governor**"	means a member for the time being of the Governing Body and a charity trustee as defined in Section 177 of the Charities Act 2011
"**Governing Body**"	means the board of Governors as provided for by Article 9
"Independent Governor(s)"	means Governor(s) who are neither Staff nor Students
"**Member**"	means a member of the University (being a company limited by guarantee) as provided in the Articles
"Objects"	has the meaning given in Article 3
"Regulations"	means regulations made from time to time by the Governing Body pursuant to Article 10.2
"**Secretary**"	means the Secretary of the University appointed in accordance with Article 21
"**Staff**"	means those persons employed for the time being by the University
"**Staff Governor**"	means a Governor appointed in accordance with Article 9.3.3(a)

"**Student**"	means any person enrolled for the time being as a student of the University or undertaking the office of sabbatical officer of the Students' Union
"Student Governor"	means a Governor appointed in accordance with Article 9.3.2
"Students' Union"	means the students' union of the University prescribed in Article 23
"writing" or "written"	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.

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.

3. **OBJECTS**

The objects for which the University is established for the public benefit (the "**Objects**") are:-

(A) To establish, carry on and conduct a university;

(B) To advance learning and knowledge in all their aspects;

(C) To educate students of the University so that they are able to develop their abilities and aptitudes and to contribute to the industrial, commercial, scientific, technological, social, professional and artistic life of their communities;

(D) To provide courses of education both full time and part time for students at any level of and in any branch of higher education;

(E) To provide opportunities and facilities for development and research of any kind including the publication of results, papers, reports, treatises, theses or other material in connection with or arising out of such research; and

(F) To provide for the recreational and social needs of students of the University.

4. **POWERS**

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

4.1.1 to award degrees and other academic awards (pursuant to an order granted under Section 76 of the Further and Higher Education Act 1992) and to withdraw such awards;

4.1.2 to acquire, own, lease, maintain, manage and dispose or land and other property;

4.1.3 to solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts and loans or any other sources of income;

4.1.4 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 shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;

4.1.5 to invest;

4.1.6 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;

4.1.7 to act as trustee or manager for and in relation to endowments, legacies and gifts;

4.1.8 to give guarantees;

4.1.9 to co-operate, collaborate or enter into any arrangement with other institutions and individuals, award joint degrees or other awards, and affiliate or incorporate into the University any other institution and take over its property, rights, liabilities and staff or merge;

4.1.10 to engage with the public and business community to advance education, training or retraining and to promote research.

4.1.11 to establish or acquire subsidiary undertakings;

4.1.12 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

4.1.13 to employ and remunerate such Staff as are necessary for carrying out the work of the University;

4.1.14 to make and publish Regulations, rules and procedures for the governance and conduct of the University 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; and

4.1.15 to provide indemnity insurance for the Governing Body in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the University shall be applied solely towards the promotion of the Objects PROVIDED THAT nothing shall prevent payment:

5.1.1 of reasonable and proper remuneration for any services rendered to or on behalf of the University to any officer or employee or agent of the University or to any Governor;

5.1.2 of fees, remuneration or other benefit in money or money's worth to any company of which a Governor may also be a member holding not more than 1/100th part of the issued capital of that company;

5.1.3 to any Governor of reasonable out of pocket expenses;

5.1.4 of reasonable remuneration to any Governor in respect of their employment by the University, provision of professional services to the University or the giving of lectures to or on behalf of the University notwithstanding that the person is a Governor PROVIDED THAT the Governor withdraws from any part of a meeting at which their appointment, remuneration or other terms of employment is being discussed;

5.1.5 of a scholarship, bursary, grant or other similar payment to a Governor who is a Student of the University;

5.1.6 of insurance premiums pursuant to Article 4.1.15; or

5.1.7 of an indemnity in accordance with Article 31.1.

6. DECLARATION OF GOVERNORS' INTERESTS

6.1 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 or in any transaction or arrangement entered into by the University which has not previously been declared. A Governor must absent themselves from any discussions of the Governing Body in which it is possible that a conflict will arise between their duty to act solely in the interests of the University and any personal interest (including but not limited to any personal financial interest).

7. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

7.1 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 Governing Body may authorise such a conflict of interests where the following conditions apply:

7.1.1 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;

7.1.2 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

7.1.3 the unconflicted Governors consider it is in the interests of the University to authorise the conflict of interests in the circumstances applying.

7.2 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.

8. MEMBERS OF THE UNIVERSITY

8.1 Any person who shall for the time being be a Governor shall also be a Member. If a Governor ceases to hold office for any reason then they shall automatically cease to be a Member.

8.2 The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member agrees to contribute to the assets of the University 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 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.

9. GOVERNORS

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

9.2 The minimum number of Governors shall be 10 and the maximum 17, ensuring always that Independent Governors shall remain in the majority.

9.3 Subject to Article 9.2, the Governing Body shall comprise:-

9.3.1 the Vice Chancellor and Chief Executive Officer;

9.3.2 the President of the Students' Union;

9.3.3 the following members appointed by the Governing body:-

(a) up to two members of Staff nominated in accordance with arrangements approved from time to time by the Governing Body; and

(b) such number of Independent Governors as the Governing Body shall determine from time to time whilst always ensuring an independent majority of Governors on the Governing Body.

9.4 A Governor may not appoint an alternate Governor or anyone to act on their behalf at meetings of the Governors.

10. **POWERS OF THE GOVERNING BODY**

10.1 The Governing Body shall manage the business of the University and may exercise all the powers of the University unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

10.2 Subject to the provisions of these Articles, the Governing Body 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.

10.3 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Governing Body.

10.4 Any meeting of the Governing Body at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Governing Body.

11. **APPOINTMENT OF GOVERNORS**.

11.1 The Governing Body shall from time to time make rules for the appointment, re-appointment and termination of appointment of Governors, and for the appointment, re-appointment and termination of appointment of the chair and vice chair of the Governing Body, both of whom shall be Independent Governors.

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 3 years (or such other term as the Governing Body may determine) or until such time as they shall cease to be employed by the University, whichever is the shorter;

12.1.3 in the case of a Student Governor for as long as they shall remain President of the Students' Union, subject to a maximum term of office of 2 years; and

12.1.4 in the case of an Independent Governor for a term of 3 years (or such other term as the Governing Body may determine).

12.2 Subject to Article 12.3:

12.2.1 Staff Governors shall be eligible for reappointment for one additional term of 3 years (or such other term as the Governing Body may determine), subject to a maximum period of membership of the Governing Body of 6 years;

12.2.2 Independent Governors shall be eligible for reappointment for up to two additional terms of 3 years each (or such other term as the Governing Body may determine), subject to a maximum period of membership of the Governing Body of 9 years.

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 Governing Body 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 for them to be eligible for reappointment for such additional term of office (not exceeding one year) as the Governing Body 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 Office for Students (or any successor regulator) not to be fit and proper to act in such capacity;

13.1.4 are removed by the Governing Body (acting in their capacity as Members) in accordance with the Companies Acts;

13.1.5 are removed by a resolution of the Governing Body (acting in their capacity as Governors), if in the Governing Body's reasonable opinion the relevant Governor has failed to act in accordance with any code of conduct adopted by the Governing Body from time to time (or such other code or standard adopted from time to time by the Governing Body 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, 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 (but only if at least two 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 3 consecutive meetings of the Governing Body and the Governors resolve that their office be vacated.

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

14. REMUNERATION OF GOVERNORS

The Governors must not be paid any remuneration unless it is authorised by Article 5.1.

15. PROCEEDINGS OF THE GOVERNING BODY

15.1 Detailed procedures for the conduct of meetings of the Governing Body and its committees shall be set out in rules made by the Governing Body.

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

15.7 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 Governing Body may delegate any of their powers, functions or duties to any person, committee or body.

16.2 The Governing Body shall not delegate responsibility for:

16.2.1 appointing the Vice Chancellor and Chief Executive Officer or the Secretary;

16.2.2 the approval of the University's strategic plan;

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

16.2.4 the recommendation to the Members in general meeting for the amendment or revoking of these Articles.

16.3 Delegations shall be set out in a delegation framework made from time to time by the Governing Body.

17. VALIDITY OF GOVERNORS' DECISIONS

17.1 Subject to Article 17.2, all acts done by a meeting of Governing Body, or of a committee of the Governing Body, 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 Governing Body or of a committee of the Governing Body if, but for Article 17.1, the resolution would have been void, or if the Governor has not complied with Article 6.

18. CHANCELLOR

18.1 The Governing Body may appoint a Chancellor of the University. The Chancellor shall not be an employee of the University or part of the University management and shall have a purely ceremonial role.

18.2 The Governing Body shall prescribe the duties, functions and term of office of the Chancellor and any rules pertaining to the office of Chancellor.

19. VICE CHANCELLOR AND CHIEF EXECUTIVE OFFICER

19.1 There shall be a chief executive of the University appointed by the Governing Body who shall have the title of Vice Chancellor and Chief Executive Officer or equivalent and who shall be the Chair of the Academic Council.

19.2 The Governing Body shall prescribe the role, powers and responsibilities and terms and conditions of service of the Vice Chancellor and Chief Executive Officer.

19.3 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's budget and resources, to any member of that group.

20. ACADEMIC COUNCIL

20.1 There shall be an Academic Council of the University which shall, subject to the control and approval of the Governing Body, oversee the teaching and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of Students.

20.2 The Governing Body shall receive and test assurance from the Academic Council that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective. The Academic Council shall provide to the Governing Body such academic assurance as it may require from time to time.

20.3 The membership and powers of the Academic Council shall be prescribed in rules made by the Governing Body, and shall include the power to make academic regulations, procedures and policies which regulate programmes of study and research at the University and other matters concerning Students.

21. SECRETARY

21.1 The Governing Body shall appoint or engage a Secretary of the University upon such terms as the Governing Body thinks fit. The Secretary shall act as the clerk to the Governing Body.

22. STAFF

22.1 The University may appoint such Staff as may be required to fulfil the functions of the University.

22.2 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.

23. STUDENTS' UNION

23.1 There shall be a Students' Union of the University and the University shall take steps to ensure that the Students' Union:-

23.1.1 acts fairly and democratically; and

23.1.2 is accountable for its finances.

24. GENERAL MEETINGS

24.1 The Governors may call a general meeting of the University 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).

24.2 The minimum periods of notice required to hold a general meeting of the University are:-

24.2.1 21 clear days for a general meeting called for the passing of a special resolution;

24.2.2 14 clear days for all other general meetings.

24.3 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.

24.4 The notice must specify the date, time and place of the general meeting and/or, as appropriate, the electronic means, as determined by the Governing Body, 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 26.

24.5 The notice must be given to all the Members and to the Governors and auditors.

24.6 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.

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 A general meeting may be held either in person, or by suitable electronic means determined by the Governing Body, 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 Governing Body may decide that the meeting is to be treated as taking place wherever any of them is.

25.2 No business shall be transacted at any general meeting unless a quorum is present.

25.3 Every Member shall have one vote.

25.4 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.

25.5 If:-

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) 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 Governing Body shall determine.

25.6 The Governing Body 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 Governing Body by which Members may attend.

25.7 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.

25.8 General meetings shall be chaired by the person who has been appointed to chair meetings of the Governing Body.

25.9 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 Governing Body shall chair the meeting.

25.10 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.

25.11 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.

25.12 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.

25.13 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 Governing Body by which Members may attend.

25.14 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.

25.15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

25.16 The result of the vote must be recorded in the minutes of the University but the number or proportion of votes cast need not be recorded.

25.17 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.

25.18 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.

25.19 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.

25.20 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

25.21 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

25.22 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.

25.23 The poll must be taken within 30 days after it has been demanded.

25.24 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.

25.25 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

26. CONTENT OF PROXY NOTICES

26.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:-

26.1.1 states the name and address of the Member appointing the proxy;

26.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

26.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Governing Body may determine; and

26.1.4 is delivered to the University in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

26.2 The University may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

26.3 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.

26.4 Unless a proxy notice indicates otherwise, it must be treated as:-

26.4.1 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

26.4.2 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.

27. WRITTEN RESOLUTIONS

27.1 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:-

27.1.1 a copy of the proposed resolution has been sent to every eligible Member, whether by post, electronic means or otherwise;

27.1.2 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;

27.1.3 Members signify their agreement by signing the proposed resolution in writing as specified in the resolution notice; and

27.1.4 Members who signify their agreement deliver to the University 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.

27.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

28. FREEDOM OF SPEECH

28.1 The University shall take such steps that, having particular regard to the importance of freedom of speech, are reasonably practical to ensure that freedom of speech within the law is secured for

members of the University and its Students and Staff and for visiting speakers and that the use of the premises of the University is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

28.2 The University 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, and the procedures to be followed by Students and Staff of the University and the Students' Union with respect to meetings and other activities held on the premises of the University, and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

29. ACCOUNTS, AUDIT AND RISK MANAGEMENT

29.1 The Governing Body:

29.1.1 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;

29.1.2 must keep accounting records as required by the Companies Acts;

29.1.3 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

29.1.4 must ensure that the University has an active process for the management and control of risk which shall include a requirement for the Governing Body's Audit and Risk Committee to report to it on a regular basis.

30. MEANS OF COMMUNICATION TO BE USED

30.1 Subject to the Articles, anything sent to or supplied by or to the University 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.

30.2 Subject to the Articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governing Body 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.

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

30.3.1 must be in writing; or

30.3.2 must be given in electronic form.

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

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the Member at their address; or

(c) by leaving it at the address of the Member; or

(d) by giving it in electronic form to the Member's address; or

(e) 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 or the meeting.

30.4.2 A Member who does not register an address with the University 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.

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

30.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

30.7 Proof that an electronic form of notice was given shall be conclusive where the University can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

30.8 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:-

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

31. **INDEMNITY**

31.1 The University 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.

31.2 In this Article a "**relevant Governor**" means any Governor or former Governor of the University.

32. **AMENDMENT TO THE ARTICLES**

32.1 No alteration, addition or amendment shall be made to these Articles by the Members which shall constitute a "regulated alteration" under section 198 of the Charities Act 2011 without the prior written consent of the Charity Commission for England and Wales (or any successor regulator).

33. **DISSOLUTION**

33.1 The Members may at any time before, and in expectation of, the dissolution of the University resolve that any net assets of the University 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 be applied or transferred as follows:-

33.1.1 to any charitable institution or institutions for purposes similar to the Objects of the University, such charitable institution or institutions to be determined by the Members;

33.1.2 if effect cannot be given to the provisions of Article 33.1.1, then to some other educational charitable Object.

33.2 In no circumstances shall the net assets of the University be paid to or distributed among the Members.

34. **INTERPRETATION**

In Articles 7.2 and 17.2 "Connected Persons" means:-

34.1 a child, parent, grandchild, grandparent, brother or sister of the Governor;

34.2 the spouse or civil partner of the Governor or of any person falling within Article 34.1 above;

34.3 a person carrying on business in partnership with the Governor or with any person falling within Articles 34.1 or 34.2 above;

34.4 an institution which is controlled:-

34.4.1 by the Governor or any Connected Person falling within Articles 34.1, 34.2 or 34.3 above; or

34.4.2 by two or more persons falling within Article 34.4.1, when taken together;

34.5 a body corporate in which:-

34.5.1 the Governor or any Connected Person falling within Articles 34.1 to 34.3 has a substantial interest; or

34.5.2 two or more persons falling within Article 34.5.1 who, when taken together, have a substantial interest.

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