

Company Number: 05493384

Charity Number: 1110346

The Companies Act 2006
Company Limited by Guarantee
BIRMINGHAM NEWMAN UNIVERSITY
ARTICLES OF ASSOCIATION

1. COMPANY NAME

The company's name is "Birmingham Newman University" (and in these Articles of Association ("the Articles") shall be called the "University").

2. INTERPRETATION

In these Articles, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

"Academic Staff"	a member of the teaching or research staff of the University;
"Archbishop"	the Diocesan Bishop in accordance with Canon Law, and in the case of the see being vacant or impeded, includes the person or persons having Ordinary jurisdiction in accordance with Canon Law;
"Canon Law"	the Canon Law of the Roman Catholic Church for the time being in force;
"the Catholic Education Service"	the Catholic Education Service or any other body for the time being nominated by the Bishops' Conference of England and Wales as their education agency;
"Chair"	the Chair of the Council appointed in accordance with Article 10;
"Chancellor"	the Chancellor of the University appointed in accordance with Articles 13.2;
"Charities Act"	the Charities Act 2011 as amended and from time to time in force;
"Clerk"	the clerk to the Council appointed in accordance with Article 11.1;
"Companies Act"	the Companies Act 2006 as amended and from time to time in force;
"Company Member"	a member of the University admitted in accordance with Article 5;
"Council"	the governing body of the University;
"Deputy Vice-Chancellor"	the Deputy Vice-Chancellor of the University appointed in accordance with Article 15, or such other similar posts as the Council may determine;
"Education Acts"	the Education Acts as defined in section 578 of the Education Act 1996, the Higher Education and Research Act 2017, and any subsequent Education Acts;

"Governor(s)"	a member or members of the Council of the University appointed in accordance with Article 8 who shall have the responsibility of charity trusteeship and who shall also be a Company Law Member in accordance with Article 5.4;
"Heads of Faculties"	the head of each faculty at the University or such other similar posts as the Council may determine;
"Higher Education Regulator"	the independent regulator of higher education in England;
"Indemnity Insurance"	has the meaning prescribed by the Charities Act;
"Premises"	The University's premises at Bartley Green, Birmingham;
"Pro-Chancellor(s)"	the Pro-Chancellor(s) of the University appointed in accordance with Article 13.3
"Senate"	the Senate established in accordance with Article 13.5;
"Senior Posts"	the posts of Vice-Chancellor, Deputy Vice-Chancellor, University Secretary and Registrar and Chief Financial Officer and such other posts as the Council may determine and "the holders of senior posts" shall be construed accordingly;
"Staff Governor"	a Governor appointed from the staff of the University in accordance with Article 8;
"Student Governor"	a Governor appointed from the students of the University in accordance with Article 8;
"Students' Union"	the Students' Union constituted under Article 20 representing the students of the University;
"Surveyor"	a suitably qualified surveyor appointed by agreement of the University and the trustees of the Catholic Education Service, or in default of agreement, nominated by the President for the time being of the Royal Institution of Chartered Surveyors or anybody replacing it;
"Trust Deed"	the Trust Deed dated 8 June 1966 between (1) The Most Reverend George Andrew Beck A A; (2) The Most Reverend George Patrick Dwyer; (3) Austin Gerald Comyn King; and (4) Arthur Charles Frederick Beales;
"Vice-Chair"	the Vice-Chair of the Council appointed in accordance with Article 10;
"Vice-Chancellor"	the Vice-Chancellor of the University appointed in accordance with Article 13.4

3. OBJECTS

The University's objects ("Objects") are the conduct of a Roman Catholic university for the advancement of education, learning and research for the benefit of the public.

4. POWERS

In furtherance of the Objects but not limited or otherwise the University may exercise the following powers:

- 4.1 To acquire and assume responsibility for the conduct of the Roman Catholic higher education institution previously conducted by the trustees and governors of Newman College of Higher Education;
- 4.2 To provide education;
- 4.3 To promote or carry out research;
- 4.4 To award degrees, diplomas, certificates or other academic awards or distinctions to persons who complete appropriate courses of study and satisfy appropriate assessments; to grant honorary degrees; to grant degrees to members of the academic and other staff of the University; to authorise other institutions to exercise such powers on behalf of the University; to exercise such powers jointly with another institution; and to deprive any person of any award granted to him or her by or on behalf of the University, or in the case of an award granted jointly with another institution, to do so jointly with such other institution;
- 4.5 To provide advice;
- 4.6 To publish or distribute information;
- 4.7 To accept funds, grants, fees and donations and (subject to the requirements of the Charities Act) to raise funds;
- 4.8 To co-operate with other bodies;
- 4.9 To support, administer or set up other charities;
- 4.10 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 4.11 Subject to any approval or consent as may be required by law, to establish trading companies in support of the Objects, either solely or in partnership with other persons;
- 4.12 Only in accordance with the restrictions imposed by the Charities Act, to borrow money and give security for loans, provided that this power shall not be exercised without the consent of the Trustees of the Catholic Education Service to use of the Premises as security for any loan or loans which may exceed 75% of the open market value of the Premises as certified by the Surveyor;
- 4.13 To acquire, lease, hire or otherwise hold property of any kind and to maintain and equip it for use;
- 4.14 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.15 To make grants or loans of money, to give prizes and charitable donations, to give guarantees and to administer money and funds;
- 4.16 To set aside funds for special purposes or as reserves against future expenditure;
- 4.17 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);

- 4.18 To insure the University's property against any foreseeable risk and take out other insurance policies to protect the University where required;
- 4.19 To provide indemnity insurance for the Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 4.20 Subject to these Articles, to employ or engage paid or unpaid agents, staff or advisers;
- 4.21 To enter into contracts to provide services to or on behalf of other bodies;
- 4.22 To pay the costs of incorporating the University and registering it as a charity;
- 4.23 To do anything else within the law which promotes or helps to promote the Objects.

5. COMPANY MEMBERS

- 5.1 The University must maintain a register of Company Members;
- 5.2 Any person or organisation who wishes to become a Company Member must apply to the University in the form required by the Council and must be approved by the Council before being admitted as a Company Member;
- 5.3 Every person admitted as a Company Member must give his or her written consent to act as a Company Member;
- 5.4 Subject to the provisions of this Article, every Governor shall be a Company Member ex-officio for the duration his or her term of office;
- 5.5 A Company Member's membership shall be terminated:
 - 5.5.1 if a Company Member who is a Governor ceases to be a Governor of the University;
 - 5.5.2 on the expiration of one month's written notice to the Clerk of his or her intention to cease acting as a Company Member; or
 - 5.5.3 on the expiration of one month's written notice of a resolution of the Council terminating his or her membership, provided that no such notice shall be served unless a reasonable opportunity has been given to the Company Member concerned to make representations at a meeting of the Council.
- 5.6 Membership of the Company is not transferable.

6. MEMBERS' LIABILITY

- 6.1 The liability of the Company Members is limited as set out in these Articles.
- 6.2 Every Company Member undertakes to contribute such amount as may be required (not exceeding £1) to the University's assets if it should be 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 University's debts and liabilities before he or she ceases to be a Company Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves.

7. BENEFITS TO COMPANY MEMBERS AND GOVERNORS

- 7.1 The property and funds of the University must be used only for promoting the Objects and do not belong to the Company Members, but a Company Member:
- 7.1.1 may receive remuneration as Vice-Chancellor or as another member of staff of the University;
 - 7.1.2 may receive scholarships or bursaries as a student of the University;
 - 7.1.3 may be paid interest at a reasonable rate on money lent to the University;
 - 7.1.4 may be paid a reasonable rent or hiring fee for property let or hired to the University;
 - 7.1.5 who is not a Governor, may enter into contracts with the University and receive reasonable payment for goods or services supplied; and
 - 7.1.6 who is an individual and a beneficiary (but not a Governor), may receive charitable benefits in that capacity.
- 7.2 A Governor must not receive any payment of money or other material benefit (whether directly or indirectly) from the University except:
- 7.2.1 as mentioned in Articles 7.1.1 to 7.1.4 inclusive or 7.3;
 - 7.2.2 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in acting as a Governor;
 - 7.2.3 in accordance with Article 29, an indemnity (or the benefit of indemnity insurance as permitted by the Charities Act) in respect of liabilities properly incurred in acting as a Governor, including the costs of a successful defence to criminal or civil proceedings;
 - 7.2.4 payment to any company in which a Governor has no more than a 1 per cent shareholding; and
 - 7.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 7.3 Any Governor (or any firm or company of which a Governor is a member or employee) may enter into a contract with the University to supply goods or services in return for a payment or other material benefit but only if:
- 7.3.1 the goods or services are actually required by the University;
 - 7.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 7.4; and
 - 7.3.3 no more than one half of the Governors are subject to such a contract in any financial year.

7.4 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Council or a committee of the Council, the Governor concerned must:

7.4.1 declare an interest at or before discussion begins on the matter;

7.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

7.4.3 not be counted in the quorum for that part of the meeting; and

7.4.4 withdraw during the vote and have no vote on the matter;

provided always that Articles 7.4.2 to 7.4.4 shall not prevent a Governor from taking part in a decision relating to the purchase of indemnity insurance for Governors in accordance with Article 7.2.3 or payment of reasonable out-of-pocket expenses under Article 7.2.2.

7.5 This Article may not be amended without the prior written consent of the Charity Commission.

8. MEMBERSHIP OF THE COUNCIL

8.1 The Council shall consist of:

8.1.1 The Archbishop and the Vice-Chancellor ex-officio;

8.1.2 Two Staff Governors appointed from the staff of the University in accordance with regulations made by the Council under Article 9.2;

8.1.3 One Student Governor appointed from the students of the University in accordance with rules made by the Council under Article 9.3; and

8.1.4 A maximum of fourteen independent Governors (not being members of the staff or students of the University) appointed by the Council in accordance with the following provisions,

ensuring there shall always be a majority of independent members.

8.2 At least two-thirds of the independent Governors appointed under Article 8.1.4 must be practising Roman Catholics.

8.3 The Council shall develop and keep under review a publicly available policy specifying the criteria which will be applied by the Council in considering appointments under Article 8.1.4. The policy must promote equality of opportunity in terms of age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation, and shall include a requirement to appoint independent Governors with skills and abilities appropriate to the needs of the University who show a commitment to the work of a Catholic higher education institution.

9. TENURE OF OFFICE OF GOVERNORS

9.1 All Governors other than the Archbishop, the Vice-Chancellor and the Student Governor shall be appointed for a term of office of three years or such shorter period as the Council shall determine.

9.2 The Staff Governors shall be appointed in accordance with rules made by the Council.

- 9.3 The Student Governor shall be appointed in accordance with rules made by the Council and shall be appointed for a term of office of one year.
- 9.4 Retiring Governors shall be eligible for re-appointment but, subject to Article 9.5 below, no Governor (other than the Vice-Chancellor or the Archbishop) shall serve for more than three consecutive terms, unless otherwise determined by the Council.
- 9.5 The election of a Governor as Chair, Vice-Chair or Chair of a committee of the Council shall result in the extension of his or her current term of office by three years or such shorter period as the Council shall determine.
- 9.6 A Governor shall vacate his or her office:
- 9.6.1 On the expiration of one month's written notice to the Clerk of his or her intention to resign from the Council;
 - 9.6.2 In the case of the Archbishop or the Vice-Chancellor, if he or she ceases to hold that office;
 - 9.6.3 In the case of the Student Governor or a Staff Governor, if he or she ceases to be a student or a member of staff of the University, as appropriate;
 - 9.6.4 Other than the Archbishop or the Vice-Chancellor, if he or she is absent for three consecutive meetings of the Council during a period of one year, except for a reason approved by the Council;
 - 9.6.5 If he or she is disqualified from acting by virtue of section 178 of the Charities Act (or any statutory re-enactment or modification of that provision);
 - 9.6.6 If the Council is satisfied that his or her conduct is prejudicial to the smooth running of the University or the work of the Council;
 - 9.6.7 If the Council considers that he or she is not fit and proper to act as a Governor in accordance with the requirements of the Higher Education Regulator; or
 - 9.6.8 If the Council is satisfied that he or she is incapacitated from acting or is otherwise unable or unfit to discharge the functions of a Governor.
- 9.7 A Staff Governor or Student Governor appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place he or she is appointed.

10. CHAIR OF THE COUNCIL

- 10.1 The Council shall elect one of its members (not being the Student Governor or a Staff Governor or the Vice-Chancellor) to be Chair of the Council, for a term of office of three years or such shorter period as the Council shall determine. The Chair must be a practising Roman Catholic.
- 10.2 The Council shall elect one of its members (not being the Student Governor or a Staff Governor or the Vice-Chancellor) to be Vice-Chair of the Council, for a term of office of three years or such shorter period as the Council shall determine.
- 10.3 At the end of their respective terms of office the Chair and the Vice-Chair shall be eligible for re-election.

10.4 In the absence of the Chair and the Vice-Chair the Council shall elect one of its members (not being the Student Governor or a Staff Governor or the Vice-Chancellor) to preside at that meeting.

11. APPOINTMENT OF CLERK TO THE COUNCIL

11.1 The Council shall appoint a Clerk to act as secretary to the Council. The Clerk shall also act as company secretary of the University.

12. MEETINGS OF THE COUNCIL

Calling of meetings

12.1 The Council shall meet at least four times in each year.

12.2 A special meeting of the Council may be convened:

12.2.1 by any six Governors or by the Chair or by the Clerk upon giving ten clear days' notice to the other Governors of the matters to be discussed; or

12.2.2 in the event of an emergency (as determined by the Chair or the Vice-Chair as appropriate), by the Chair, Vice-Chair or Clerk upon giving such notice to the other Governors as is practicable in the circumstances.

Procedure at meetings

12.3 Subject to the provisions of these Articles, the Council may regulate its proceedings as it thinks fit.

12.4 If a Governor has a personal interest in a matter to be discussed at a meeting of the Council or a committee of the Council the provisions of Article 7.4 shall apply.

12.5 The quorum for meetings of the Council shall be eight Governors at least five of whom must be Governors appointed in accordance with Article 8.1.4.

12.6 The Council may by resolution adjourn a meeting. If within half an hour of the time appointed for a meeting of the Council a quorum is not present, the meeting shall be adjourned to another day, time and place as resolved by the Governors present at the meeting.

12.7 The proceedings of the Council shall not be invalidated by a vacancy in the membership of the Council or by a defect in the appointment, nomination, election or qualification of a Governor.

12.8 Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. Questions arising at a meeting of the Council or a committee of the Council shall be determined by a majority of the Governors present and voting on the question. Every Governor shall have one vote which shall be given personally and not by proxy (other than at a general meeting) and no Governor may appoint an alternate Governor or anyone to act on his or her behalf at meetings of the Council or a committee of the Council. In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

12.9 Any resolution of the Council may be rescinded or varied by a subsequent meeting if due notice of the intention to rescind or vary the resolution in question has been given in writing to all the Governors.

- 12.10 A written resolution signed by at least 75% of those entitled to vote at a meeting of the Council is as valid as a resolution actually passed at a meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date the signature representing a 75% majority or more is received).
- 12.11 A Governor entitled to attend and vote at a meeting of the Council or a committee of the Council may, at the discretion of the person chairing the meeting, participate by means of video-conferencing, telephone conferencing or other similar facilities, provided it is possible for every person present at the meeting to hear each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.

Withdrawal from meetings

- 12.12 A Governor who has a personal interest in a matter to be discussed at a meeting of the Council or a committee of the Council must withdraw from the meeting in accordance with Article 7.4.
- 12.13 Unless invited to remain by a resolution of the other Governors, a Staff Governor shall withdraw from that part of a meeting of the Council or a committee of the Council at which a named member of staff, or a named prospective member of staff, is considered.
- 12.14 Unless invited to remain by a resolution of the other Governors, a Student Governor shall withdraw from that part of a meeting of the Council or a committee of the Council at which a named member of staff or student, or a named prospective member of staff or student, is considered.

Access to papers of the Council

- 12.15 Except where material relates to named members of staff or students of the University, or prospective members of staff or students, or to matters which the Chair of Council or any committee of the Council (as appropriate) or the Clerk reasonably consider should be dealt with on a confidential basis, the following shall be available for inspection by staff and students of the University:
- 12.15.1 agenda;
 - 12.15.2 draft minutes, if they have been approved by the chair of the meeting;
 - 12.15.3 minutes approved in meetings of the Council or its committees; and
 - 12.15.4 reports or papers considered at meetings.

13. RESPONSIBILITIES OF COUNCIL, CHANCELLOR, PRO-CHANCELLOR(S), VICE-CHANCELLOR AND SENATE

The Council

- 13.1 The Council shall be responsible for:

- 13.1.1 the determination of the educational character and mission of the University and for overseeing its activities;
- 13.1.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- 13.1.3 approving annual estimates of income and expenditure;
- 13.1.4 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of Senior Posts; and
- 13.1.5 setting a framework for the pay and conditions of service of all other staff.

The Chancellor

- 13.2 There may be a Chancellor of the University who shall be the ceremonial head of the University.
 - 13.2.1 The Chancellor, if any, shall be appointed and shall carry out such duties as are specified from time to time by the Council. The Chancellor shall not have power to bind the University to any course of action.
 - 13.2.2 The Chancellor shall not be a Council Member, a Student or a member of Staff.
 - 13.2.3 The appointment of the Chancellor shall be for such term or terms of office as the Council shall determine.
 - 13.2.4 If at any time the Council is satisfied that the Chancellor is unable or unfit to discharge the functions of a Chancellor, then the Council may, remove him or her from office.

The Pro-Chancellor(s)

- 13.3 There may be such numbers of Pro-Chancellors of the University as the Council may determine from time to time.
 - 13.3.1 The Pro Chancellor(s), if any, shall be appointed and shall carry out such duties as are specified from time to time by the Council. The Pro-Chancellor(s) shall not have power to bind the University to any course of action.
 - 13.3.2 The Pro-Chancellor(s) shall not be a Council Member, a Student or a member of Staff.
 - 13.3.3 The appointment shall be for such term or terms of office as the Council shall determine.
 - 13.3.4 If at any time the Council is satisfied that the Pro-Chancellor(s) is unable or unfit to discharge the functions of a Pro-Chancellor(s), then the Council may remove him or her from office.

The Vice-Chancellor

- 13.4 Subject to the responsibilities and oversight of the Council, the Vice-Chancellor shall be the chief executive of the University and shall be responsible for:
- 13.4.1 making proposals to the Council about the educational character and mission of the University, and for implementing the decisions of the Council;
 - 13.4.2 the organisation, direction and management of the University and leadership of the staff;
 - 13.4.3 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 other than the holders of Senior Posts;
 - 13.4.4 the determination, after consultation with the Senate, of the University's academic activities, and for the determination of its other activities;
 - 13.4.5 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
 - 13.4.6 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.
 - 13.4.7 Whilst retaining accountability, the Vice-Chancellor may delegate to the holder of another post any of his or her functions.

The Senate

- 13.5 There shall be a Senate of no more than 30 members, comprising the Vice-Chancellor (who shall be Chair), the Deputy Vice-Chancellor, the Heads of Faculties and such other numbers of staff and students as may from time to time be approved by the Council.
- 13.5.1 The Vice-Chancellor may nominate a Deputy Chair from among the members of the Senate to take the chair in his or her place.
 - 13.5.2 Subject to the provisions of these Articles, the Senate shall have such powers and duties delegated to it by the Council as may be prescribed in regulations.
 - 13.5.3 No regulations concerning the powers and duties of the Senate shall be made until the Senate has been given an opportunity to consider and report to the Council thereon and until any reports made by the Senate in response to that opportunity have been considered by the Council.

- 13.5.4 The Senate 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 Senate. Minutes from these formal committees are received as standing items of the Senate business.

14. DELEGATION OF FUNCTIONS AND POWERS

The Council

- 14.1 Subject to the following provisions of this Article 14, 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 Senate, and may delegate powers to such committees or to the Chair of the Council or to the Vice-Chancellor or to such other individual as it considers appropriate. The Council shall determine the membership and functions of committees established under this Article and may determine that the membership of a committee shall include representatives of the staff or students of the University and/or other members co-opted from outside of the Council. Any committee established under this Article may establish sub-committees and the membership and functions of a sub-committee shall be determined by the committee establishing it.
- 14.2 The Council shall not, however, delegate the following:
- 14.2.1 the determination of the educational character and mission of the University;
 - 14.2.2 the approval of the annual estimates of income and expenditure;
 - 14.2.3 ensuring the solvency of the University and the safeguarding of its assets;
 - 14.2.4 the appointment, suspension or dismissal of the Vice-Chancellor, the Deputy Vice-Chancellor or the holder of any other Senior Post;
 - 14.2.5 subject to Article 30, the varying or revoking of these Articles.

15. APPOINTMENT AND PROMOTION OF STAFF

- 15.1 Each member of staff shall serve under a written contract of service with the University. The contract of service must conform with these Articles.

The Vice-Chancellor

- 15.2 The Council shall appoint a suitable and duly qualified Roman Catholic to be the Vice-Chancellor. A vacancy or expected vacancy in the post of Vice-Chancellor shall be advertised nationally and the Council shall take reasonable steps to obtain applications from candidates who appear to the Council to be suitably qualified for the post.

The Deputy Vice-Chancellor and the holders of other Senior Posts

- 15.3 The Council may appoint suitable and duly qualified persons to the post of Deputy Vice-Chancellor or to any other Senior Post. If a vacancy arises in a Senior Post, the Council

shall take reasonable steps to obtain applications from candidates who appear to the Council to be suitably qualified for the post.

Other members of staff

- 15.4 The appointment and promotion of any member of staff other than the holder of a Senior Post shall be made by the Vice-Chancellor in accordance with procedures laid down by the Council.

16. CONDUCT OF STAFF AND ACADEMIC FREEDOM

- 16.1 After consultation with the staff, the Council shall make rules relating to the conduct of the staff.

- 16.2 The Council shall have regard to the need to ensure that Academic 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.

17. SUSPENSION OF STAFF

- 17.1 Procedures for the suspension of staff, including the holders of Senior Posts, shall be specified in rules made by the Council. Such rules will be compliant with employment law and good employment practice.

18. DISMISSAL OF STAFF

- 18.1 Procedures for the discipline and dismissal of staff, including the holders of Senior Posts, shall be specified in rules made by the Council. Such rules will be compliant with employment law and good employment practice.

19. STAFF GRIEVANCE PROCEDURE

- 19.1 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.

20. REPRESENTATION OF STUDENTS

- 20.1 The Council shall make arrangements for a Students' Union representing the students of the University to conduct and manage its own affairs and funds in accordance with a constitution approved by the Council.

- 20.2 The arrangements made by the Council under this Article shall include procedures enabling the Students' Union to raise with the Council, the Senate or the Vice-Chancellor (as appropriate) matters of proper concern on behalf of students of the University.

- 20.3 No amendment to, or rescission of, the constitution of the Students' Union (in part or in whole) shall be valid unless and until approved by the Council.

- 20.4 The Students' Union shall present annual audited accounts to the Council.

21. DISCIPLINE, SUSPENSION AND EXPULSION OF STUDENTS

- 21.1 After consultation with the Students' Union the Council shall make rules specifying procedures in accordance with which students of the University may seek redress of any grievances relating to their dealings with the University.
- 21.2 In exercise of his or her responsibilities under Article 13.4.6, the Vice-Chancellor may suspend or expel a student on disciplinary grounds or for other good cause, and shall be responsible for implementing a decision of the Senate to expel a student for academic reasons.
- 21.3 The Council, after consultation with the Senate and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- 21.4 In exercise of their responsibilities under Article 13.5, the Senate, after consultation with the Council and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

22. FREEDOM OF SPEECH

- 22.1 The University shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers and that the use of the Premises is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.
- 22.2 The University shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the University 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.

23. RELIGIOUS WORSHIP AND INSTRUCTION

- 23.1 The public religious worship and instruction in the University shall be in accordance with the doctrine, rites and practices of the Roman Catholic Church provided that no student shall be:
- 23.1.1 required as a condition of entering or continuing in the University to comply with any rules of the University as to attendance at religious observance or instruction in religious subjects; and
 - 23.1.2 prevented from engaging in or facilitating worship or instruction in other religious faiths while at the University.
- 23.2 Any question as to whether the religious worship and instruction provided in the University is in accordance with the rites, practices and doctrine of the Roman Catholic Church shall be determined by the Archbishop.

24. GENERAL MEETINGS

Annual and extraordinary general meetings

- 24.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Governors may call an extraordinary general meeting at any time.

Notice of general meetings

- 24.2 All general meetings shall be called on at least 14 clear days' written notice.
- 24.3 A general meeting may be called by shorter notice if it is so agreed:
- 24.3.1 in the case of an annual general meeting, by all the Company Members entitled to attend and vote; and
 - 24.3.2 in the case of an extraordinary general meeting, by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 24.4 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 24.5 The notice shall be given to all the Company Members and to the Governors and auditors.
- 24.6 The proceedings at a general 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.

Procedure at general meetings

- 24.7 There is a quorum at a general meeting if the number of Company Members present in person or by proxy is at least eight, at least five of whom must be Company Members who are Governors appointed in accordance with Article 8.1.4. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Governors may determine. The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Company Members present or by proxy at that time shall constitute the quorum for that meeting.
- 24.8 The Chair or the Vice-Chair will preside at a general meeting. In the absence of the Chair or Vice-Chair, a Company Member elected by those present or by proxy will preside at a general meeting.
- 24.9 Except where otherwise provided by the Companies Act, every issue will be decided by a majority of the votes cast.
- 24.10 Except for the chair of the meeting, who has a second or casting vote, every Company Member present in person or by proxy has one vote on each issue.

24.11 The Company Members present or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. 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. If a meeting is adjourned by a resolution of the Company 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 of the meeting.

24.12 A written resolution of the Company Members passed in accordance with Part 13 of the Companies Act is as valid and effectual as a resolution passed at a general meeting of the University.

25. CONTENT OF PROXY NOTICES

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

25.1.1 states the name and address of the Company Member appointing the proxy;

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

25.1.3 is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the Council may determine; and

25.1.4 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.

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

25.3 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.

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

25.4.1 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

25.4.2 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.

26. FINANCIAL MATTERS

26.1 In accordance with the Education Acts, the Companies Act, the Charities Act and the requirements of the Higher Education Regulator, the Governors shall:

26.1.1 keep accounts and records and appoint auditors;

26.1.2 submit returns, reports and statements of accounts to the Registrar of

Companies and to the Charity Commission and HE regulator; and

- 26.1.3 keep proper records of meetings of the Company Members, the Council and committees of the Council.

27. REGULATIONS AND RULES

- 27.1 Subject to the provisions of these Articles, the Council shall have power to make regulations and rules concerning such matters with regard to the government and conduct of the University as it shall think fit.

28. COPIES OF ARTICLES, REGULATIONS AND RULES

- 28.1 A copy of these Articles, and any regulations or rules, shall be given to every Governor and shall be available for inspection upon request to every member of staff and every student of the University.

29. INDEMNITY

- 29.1 The University shall indemnify a relevant Governor or officer against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.
- 29.2 In this article a "relevant Governor" means any Governor or former Governor of the University.

30. AMENDMENT OF ARTICLES OF ASSOCIATION

- 30.1 These Articles may be amended or replaced by a special resolution of the Company Members with the approval of:
- 30.1.1 the Archbishop, if the proposed amendment(s) would affect the rights of the Archbishop contained within these Articles; and
- 30.1.2 the trustees of the Catholic Education Service, if the proposed amendment(s) would affect the rights of the Catholic Education Service contained within these Articles.

31. DISSOLUTION

- 31.1 If the University is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied as follows:
- 31.1.1 any sums legally recoverable by the Higher Education Regulator or other regulator shall be paid;
- 31.1.2 an amount equivalent to a fair assessment of the current value of the original contribution made by the Catholic Education Service and the trustees of the Roman Catholic Diocese of Birmingham under the Trust Deed towards the purchase of the Premises shall be applied for charitable purposes determined by the trustees of the Catholic Education Service (unless such application has already been made); and

31.1.3 subject to Articles 31.1.1 and 31.1.2, any remaining assets must be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or charitable purposes within or similar to the Objects; or
- (c) in such other manner consistent with charitable status as the Charity Commission approves in writing in advance.

31.2 A final report and statement of account must be sent to the Charity Commission.