

**UNIVERSITY OF GREENWICH**

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION**

Adopted by Written Resolution on 17 September 1996

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF  
UNIVERSITY OF GREENWICH**

1. The name of the Company (hereinafter called “the University”) is "University of Greenwich".
2. The registered office of the University will be situate in England.
3. The objects for which the University is established 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 the 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.
  - (F) To provide for the recreational and social needs of students of the University.
  - (G) For the purposes aforesaid:
    - (1) To provide lecture, class or examination rooms, and offices, and to afford facilities for study, research, teaching and performance of the tasks and duties allotted to students, teachers, employees and officers of the University respectively.
    - (2) To provide board, lodging and all other necessities or conveniences for students, teachers, employees and officers of the University.
    - (3) To buy, take leases of, accept licences or permissions to occupy or use, hold, deal with, furnish, insure, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest, in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.
    - (4) To build and maintain houses or other buildings and to alter and improve any houses or buildings and to provide the same with light, water, drainage and all other necessities.

- (5) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the University, and in particular, but without prejudice to the generality of the foregoing, by the creation and issue on such terms and conditions as may be thought expedient of bonds, debentures or debenture stock, notes, perpetual or otherwise, or other securities or instruments of any description.
- (6) To give, enter into and/or accept any guarantees or contracts of indemnity or suretyship in respect of any company which is for the time being a wholly owned subsidiary of the University (within the meaning of section 736 of the Companies Act 1985) or any association body or union representing students of the University or any section thereof (a "Students' Body") and the performance and discharge of any liability or obligation of any kind of such company or Students' Body and to guarantee, support or secure, whether by personal covenant and/or by mortgaging or charging all or any part of the undertaking, property and assets, present and future of the University and/or otherwise, such performance and discharge. Provided that this power shall only be exercised in furtherance of the objects of the University.
- (7) To issue securities which the University has power to issue by way of security and indemnity to any person whom the University has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the University and generally in every respect upon such terms and conditions and for such consideration (if any) as the University may think fit.
- (8) To accept subscriptions, donations (whether of real or personal estate), devices, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.
- (9) 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 which the University shall be the Manager or Trustee.
- (10) To invest the monies of the University not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (11) To found scholarships and exhibitions and to make grants, and to give prizes, and to give degrees, certificates and diplomas and to participate in any arrangements made with any University or Institute of Higher Education or any other body having the appropriate powers whereby students or former students of the University may become qualified to receive any Degrees or other academic qualifications, provided that no Certificate, Diploma or other Award shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any Government Department except to such extent as may be authorised by the Department of Trade and Industry or the Department concerned.

- (12) To make and publish bye laws, and regulations for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such bye laws and regulations as may from time to time be deemed expedient.
- (13) To undertake and carry out the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.
- (14) To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.
- (15) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any other supreme, municipal, local or other authority whether in Great Britain or any other country or place.
- (16) To establish or promote or concur in establishing or promoting any other company or companies for any purpose which may seem directly or indirectly calculated to advance the objects of the University.
- (17) To enter into partnership with, and to co-operate in any way with any person, firm or company.
- (18) To pay out of the funds of the University the cost of any premium in respect of insurance or indemnities to cover the liability of any Governor or other officer of the University which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the University; provided that any such insurance shall not extend to any claim arising from any act or omission which any Governor or other officer of the University at the time of such act or omission knows is a breach of trust or which is committed by those persons or person in reckless disregard of whether it is a breach of trust or not.
- (19) To do all such other lawful things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the University shall take or hold any property which may be subject to any trusts the University shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.

- (ii) the University's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
  - (iii) In case the University shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Employment the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Court of the University shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Court have been if no incorporation had been effected, and the incorporation of the University shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Employment over such Court but they shall as regards any such property be subject jointly and separately to such control or authority as if the University were not incorporated.
4. The income and property of the University, whencesoever derived, shall be applied solely towards the promotion of the objects of the University as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the University.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee or agent of the University or to any Member of the University, in return for any services actually rendered to the University nor prevent the payment of interest on money lent by any Member of the University at a rate per annum not exceeding 2 per cent less than the base lending rate of Barclays Bank or 3 per cent whichever is the greater, or reasonable and proper rent for premises demised or let by any Member to the University; but so that subject as hereinafter provided no Member of the Court shall be appointed to any office of the University remunerated by salary or fees and no remunerations or other benefit in money or monies worth shall be given by the University to any Member of the Court of the University except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the University; provided that the provision last aforesaid (i) shall not apply to any payment to any company of which a Member of the Court may be a member and in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment (ii) shall not, so long as the number of Governors who are in receipt of remuneration in respect of their services as Vice Chancellor, or members of the staff or examiners of the University does not at any time exceed seven apply to the payment of such remuneration and provided that nothing herein shall prevent the payment of all reasonable and proper premiums in respect of indemnity insurance effected in accordance with paragraph 3(G)(18).

5. Expressions used in this Memorandum shall where the context so admits bear the same meanings as are given to them by Article 3 of the Articles of Association.
6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been submitted to and approved by the Privy Council. Before making a proposal to vary the Memorandum or Articles of Association the Court shall take steps to ascertain the views of the staff and students upon such proposals.
7. The liability of the Members is limited.
8. 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.
9. 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 Clause 4 hereof, such institution or institutions to be determined by the members of the University at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other educational charitable object.

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF  
UNIVERSITY OF GREENWICH**

**INTERPRETATION**

1. These Articles and any bye laws or regulations made hereunder shall be construed with reference to the provisions of the Companies Act and terms used herein and therein shall be taken as having the same respective meanings as they have when used in that Act.
2. The provisions contained in Articles 4 to 13 hereof inclusive shall constitute and be known as the Instrument of Government of the University and the provisions of the remaining Articles hereof shall constitute and be known as the Articles of Government of the University.
3. In these Articles of Association and in any bye laws or regulations made hereunder where the context so admits the following expressions have the following meanings:-

these Articles	means these Articles of Association.
the University	means University of Greenwich.
Member	means a Member of the University as provided in these Articles.
the Court	means the Court provided for by Article 6 hereof.
Governor	means a member for the time being of the Court.
the Vice Chancellor	means the Vice Chancellor of the University referred to in Article 31.
the Deputy Vice Chancellors	means the Deputy Vice Chancellors of the University referred to in Article 31.
the Secretary	means the Secretary of the University referred to in Article 32.
the Clerk	means the Secretary in his or her capacity as Clerk to the Court.
Senior Post	means any of the following posts, namely Vice Chancellor, Deputy Vice Chancellors, Secretary and such other posts (if any) as the Court shall determine under Article 16(19).
the Academic Council	means the Academic Council of the University referred to in Article 16(2).
the Students' Union	means the Students' Union of the University referred to in Article 53.

the Companies Act	means the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force.
the Education Reform Act	means the Education Reform Act 1988 or any statutory modification or re-enactment thereof for the time being in force.
the teaching and research staff	means all persons employed by the University in teaching and/or research work including without limitation Deputy Vice Chancellors, Deans of Faculty and Heads of School but excluding the Vice Chancellor.
non-teaching staff	means all persons employed by the University other than as Vice Chancellor or Secretary or as members of the teaching and research staff.
staff	means all persons for the time being employed by the University.
member of staff	means any person employed for the time being by the University.
student of the University	means any person enrolled for the time being as a student of the University and, in addition, any period when he or she has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him or her in the Students' Union.
Staff Governor	means a Member of the Court appointed on the nomination of the Academic Council, or as a co-opted staff nominee.
Student Governor	means a Member of the Court appointed as a student nominee or a co-opted student nominee.



## **THE INSTRUMENT OF GOVERNMENT**

### **Members of the University**

4. The number of Members of the University shall be not more than 19.
5.
  - (1) Any person who is for the time being a Governor shall be qualified to become a Member of the University.
  - (2) Any person may, after becoming qualified to become a Member of the University, signify by writing to the Secretary his or her desire to become such Member, and the Secretary shall thereupon enter the name of such person in the books of the University, and upon such entry that person shall become a Member accordingly.
  - (3) Any Member who shall cease to be a Governor shall ipso facto cease to be a Member of the University and his or her name shall be removed from the list of Members accordingly.

### **The Court**

6. The University shall be governed in accordance with these Articles by the Court.
7. The Court shall comprise the following Governors:
  - (1)
    - (a) the Vice Chancellor unless he or she chooses not to be a member;
    - (b) eighteen Members appointed in accordance with the following provisions.
  - (2) Of the appointed Members -
    - (a) ten shall be independent Governors appointed by vote held and conducted in accordance with regulations from time to time made in accordance with Article 16(23) representing an absolute majority of the Governors (whether taking part in the vote or not) currently appointed and holding office under this paragraph of this Article;
    - (b) two shall be appointed by the Court upon the nomination of the Academic Council;
    - (c) one shall be a student of the University appointed by the Court upon the nomination of the students thereof in accordance with arrangements made from time to time with the Court; and
    - (d) five shall be co-opted Members nominated and appointed by the Members of the Court who are not co-opted Members.

### **Qualification of Governors**

8.
  - (1) The Governors appointed under Article 7(2)(a) shall be persons appearing to the Governors empowered by these Articles to make such appointments to have experience of, and to have shown capacity in industrial, commercial or employment matters or the practice of any profession.

- (2) The Governors appointed under Article 7(2)(b) shall be members of the teaching and research staff and of the Academic Council.
  - (3) One of the co-opted Members appointed under Article 7(2)(d) shall be a person who has experience in the provision of education.
- 9.
- (1) No person who is for the time being employed by the University (whether or not as a member of the teaching and research staff) shall be eligible for appointment as a Governor otherwise than as a co-opted Member and other than as a person appointed in pursuance of Article 7(2)(b).
  - (2) No person who has been employed by the University shall be eligible for appointment as a Governor under Article (a), (c) or (d) until the expiry of ten years from his or her ceasing to be so employed, unless the Governors empowered by these Articles to make such appointment shall by resolution otherwise determine.
  - (3) No person who is the mother, father, brother, sister, wife, husband or child of an employee of the University shall be eligible for appointment as a Governor under Article (c) or (d) unless the Governors empowered by these Articles to make such appointment shall by resolution otherwise determine.
  - (4) No person who is for the time being a full-time student of the University shall be eligible for appointment as a Governor otherwise than as a person appointed under Article 7(2)(c) or under Article 7(2)(d).
  - (5) No person who is an elected member of any local authority shall be eligible for appointment as a Governor otherwise than as a co-opted member.
  - (6) No person shall be eligible for appointment as a Governor of any description or category at any time when he or she is under the age of 18 or over the age of 70, provided that a person over the age of 70 may be appointed as a Governor where the Governors empowered by these Articles to make such appointment by a vote representing an absolute majority of their number (whether or not taking part in the vote) so determine.
  - (7) Any question whether any person is qualified or disqualified by virtue of any provision of this or the foregoing Article for appointment as a Governor of any description or category shall be determined by the Governors empowered by these Articles to make such appointment.

#### **Tenure of Office of Governors**

10. The terms of office of Governors shall be as follows:
- (1) in the case of the Vice Chancellor for so long as he or she shall remain Vice Chancellor;
  - (2) in the case of a Governor appointed under Article 7(2)(a) the period of three years unless determined otherwise by the Court;
  - (3) in the case of a Governor appointed under Article 7(2)(d) as determined for each Governor by the Court, subject to a maximum period of three years;

- (4) in the case of a Staff Governor the period of three years or the period until he or she shall cease to be qualified for such appointment, whichever shall be the shorter unless determined otherwise by the Court; and
  - (5) in the case of a Student Governor the period of one year or the period until he or she shall cease to be a student of the University, whichever shall be the shorter unless determined otherwise by the Court.
11. Governors shall hold and vacate office in accordance with the foregoing Article and a Governor shall, on ceasing to be a Governor, be eligible for re-appointment if qualified in accordance with Article 8 and not disqualified by virtue of any provision of Article 9.
12.
  - (1) If at any time the Court is satisfied that any Governor
    - (a) has been absent from meetings of the Court and its committees for a period longer than six consecutive months without the permission of the Court, or
    - (b) is unable or unfit to discharge the functions of a Governor,the Court may by notice in writing to such governor remove him or her from office, and thereupon the office shall become vacant.
  - (2) Any Governor who becomes bankrupt or makes any voluntary arrangement within the meaning of section 253 of the Insolvency Act 1986 or any statutory modification or re-enactment thereof for the time being in force shall thereupon cease to be a Governor.
  - (3) A Governor may at any time by notice in writing to the Clerk resign his or her office.
13. Every vacancy in the office of a Governor shall as soon as possible after it occurs be notified to the Court by the Clerk, and the Governors empowered by these Articles to make appointments to such office may thereupon appoint a Governor to fill the vacancy. A 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.

## **THE ARTICLES OF GOVERNMENT**

14. The University is established for the purposes expressed in the Memorandum of Association.

### **Powers and Duties of the Court**

15. Subject to the powers of the Members in general meeting, the University and the property and affairs thereof shall be under the control and management of the Court, and the Court shall carry on and conduct the University in accordance with the provisions of the Education Acts 1944 to 1993 and any statutory amendment or re-enactment thereof for the time being in force, the Education Reform Act and any relevant regulations, orders or directions made by the Secretary of State or the Privy Council and in accordance with the Memorandum and Articles of Association of the University, and shall exercise all the powers of the University whatsoever save only such powers as under the Memorandum and Articles of Association of the University or under the Companies Act are required to be exercised by the University in general meeting.
16. Without prejudice to the generality of the foregoing Article the Court shall have the following powers and duties, namely:-
- (1) Power and duty to determine the educational character and mission of the University and to oversee its activities.
  - (2) Power and duty to set up an Academic Council of such composition as the Court shall from time to time determine and power subject to paragraph (12) hereof to delegate to the Academic Council such powers and functions as the Court shall think fit including power to authorise sub-delegation of such powers and functions upon such terms and conditions as the Court shall think fit and power to make and from time to time repeal or alter regulations for the conduct of the proceedings of such Council. Provided that unless and until the Court shall otherwise determine the Academic Council shall be of the composition, exercise the powers and functions and be subject to the regulations set out in the Schedule hereto and that no addition, alteration or amendment shall be made thereto except after the same shall have been submitted to and approved by the Privy Council.
  - (3) Power to continue to provide courses in the training of teachers.
  - (4) Power to make such arrangements as the Court shall deem necessary to establish and maintain machinery for the consultation of industry, commerce, the professions, the universities, other educational establishments and research organisations, including where appropriate the appointment of advisory committees with members from one or more of the above fields.
  - (5) Power and duty to approve annual estimates of income and expenditure.
  - (6) Power to change, by special resolution, the name of the University, with the consent of the Privy Council.
  - (7) Power and duty to appoint a committee of Governors to determine or advise on such matters relating to finance the University as the Court may remit to it. No Staff or Student Governor shall be a member of such committee.

- (8) Power and duty to appoint a committee of Governors to determine or advise on such matters relating to staffing and employment policy as the Court may remit to it. No Staff or Student Governor shall be a member of such committee.
- (9) Power and duty to appoint a committee of Governors and non-Members to determine or advise on such matters relating to audit as the Court may remit to it. No member of staff or student of the University shall be a member of such committee.
- (10) Power to appoint such other committees as the Court thinks fit (including where appropriate committees with a membership which includes persons who are not Governors) and to determine their membership and functions.
- (11) Subject to paragraph (12) hereof any committee appointed under paragraph (7), (8), (9) or (10) hereof may establish a sub-committee or sub-committees and determine its or their membership and functions.
- (12) The Court may delegate any of its powers to any such committee or to the Vice Chancellor or the Secretary or, in any matter as the Court may by resolution specify requiring urgent action or expedition, to the chairman of the Court, and may confer a right of sub-delegation upon any such committee or person upon such terms and conditions as the Court sees fit PROVIDED ALWAYS that the Court shall not delegate any of the following matters:
  - (a) The appointment or dismissal of the Vice Chancellor, Deputy Vice Chancellors or Secretary.
  - (b) Those matters delegated to the Academic Council pursuant to paragraph (2) hereof other than to the Academic Council.
  - (c) Approval of the annual estimates of income and expenditure.
  - (d) The making, alteration, amendment, repeal of or addition to any bye laws made under the provisions of these Articles.
  - (e) Ensuring the solvency of the University and the safeguarding of its assets.
  - (f) The determination of the educational character and mission of the University.
  - (g) The varying or revoking of these Articles.

And provided further that the Court may only delegate the following matters to a Committee which consists exclusively of Governors:

- (h) The termination of the membership of any Member of the University.
- (i) The doing of any act or thing which under or by virtue of any provision of the Companies Act is required to be done by the Court.
- (j) The authorisation of the expenditure of any monies of the University except within such limits as the Court shall consider necessary for the proper performance of their functions by any committee or person to whom the Court shall properly delegate any matters in accordance with this Article and

provided that the Court shall give notice of the said limits to any such committee or person.

- (13) Power to provide, maintain and regulate the building premises furniture and equipment and all other means required for carrying on the work of the University, including appropriate amenities for students and staff, residential accommodation and social and athletic facilities.
- (14) Power to acquire or dispose of any property real or personal on behalf of the University in any manner authorised by the Memorandum of Association.
- (15) Power to enter into, vary, carry out and cancel contracts on behalf of the University.
- (16) Power to administer all property, securities and monies held by the University and to carry out, administer and execute any trust or discretion undertaken by the University.
- (17) Power and duty to exercise responsibility in accordance with these Articles for the incurring of expenditure within the limits of the total resources available to the University, and for the effective and efficient use of resources, the solvency of the University and for safeguarding its assets.
- (18) Power to appoint staff of the University on such conditions of service and at such remuneration as the Court shall prescribe from time to time, taking into account any relevant national and local agreements.
- (19) Power and duty to exercise responsibility in accordance with these Articles for the appointment of, assignment of duties to, and the grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Vice Chancellor, Deputy Vice Chancellors, Secretary and holders of such other senior posts as the Court may from time to time determine.
- (20) Power to suspend or terminate the employment of any member of staff of the University provided that such power shall be exercised subject to these Articles, regulations relating thereto and for the time being in force and to any Conditions of Tenure or other terms of service applicable to such members of staff from time to time approved by the Court.
- (21) Power subject to regulations for the time being in force to suspend or exclude a student from a course of education or to expel or to refuse readmission to any student of the University whether on academic or other grounds.
- (22) Power to make and from time to time amend regulations for the management and conduct of the University and the affairs thereof and as to the conduct and duties of any officers and employees of the University and as to the conduct of business by the Court or any committee and generally as to any of the matters or things within the powers or under the control of the Court and without prejudice to the generality of the foregoing power to make and from time to time amend such regulations as are referred to in Articles 35,36,40,45,49, 50 and 51.
- (23) Power to make and from time to time amend regulations as to the nomination including members of staff and students of the University for appointment as Governors and as to the election of members of staff to the Academic Council, PROVIDED THAT such regulations shall not be inconsistent with the Memorandum and Articles of Association of the University and PROVIDED FURTHER THAT

such power shall be exercised in respect of any regulations relating to the holding and conduct of votes under Article 7(2)(a) only by Governors currently appointed and holding office thereunder.

- (24) Power to exercise all the powers of the University to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.
- (25) Power generally to do all things necessary or expedient for the due conduct of the affairs both academic and administrative of the University not herein otherwise provided for.

### **Chairman and Vice Chairman of the Court**

- 17. (1) The Court shall elect from its number a chairman and vice chairman each of whom shall hold office until the first meeting of the Court following the expiry of the academic year in which he or she shall have been elected or until he or she shall resign from his or her position under this paragraph or cease to be a Governor, whichever be the soonest. Any Governor other than the Vice Chancellor, a member of staff or a student of the University shall be eligible for election as chairman or vice chairman.
- (2) The chairman, or in his or her absence the vice chairman, shall preside at meetings of the Court, but if both are absent from any meeting or part of a meeting a chairman shall be appointed for that meeting or part of a meeting by the Governors present from among such of their number as are eligible for election under paragraph (1) hereof.

### **Meetings of the Court**

- 18. (1) Ordinary meetings of the Court shall be held at such times as may from time to time be thought fit by the Court provided that in each academic year not less than three ordinary meetings be held.
- (2) A special meeting may at any time be summoned by direction of the Court or the chairman (or in his or her absence the vice chairman) for the time being or at the request in writing of any five Governors. No business shall be transacted at any special meeting other than business specified in the notice summoning the meeting and any business incidental thereto.
- (3) Every meeting, whether ordinary or special, shall be summoned by notice in writing delivered or addressed and posted to each Governor. In the case of an ordinary or special meeting such notice shall be delivered or posted seven days before the date of the meeting save that in the case of a special meeting summoned by the chairman (or in his or her absence the vice chairman) at his or her discretion only three clear days need be given.
- (4) The proceedings of the Court shall not be invalidated by any vacancy in the number of the Governors or by any defect in the election appointment or qualification of any Governor or by any accidental want of service of a notice of the meeting on any Governor.
- (5) No business shall be transacted at any meeting of the Court unless a quorum of Governors is present at the commencement of the meeting and at the time the business in question is transacted.

- (6) The quorum for meetings of the Court shall be eight Governors of whom five shall be Governors appointed under Article 7(2)(a) hereof. If a meeting is quorate but less than half the Governors present are Governors so appointed, a majority of such Governors present may require that a decision on any matter be deferred to the next meeting of the Court, and upon the making of such a requirement any decision the subject thereof shall be so deferred. No decision shall be deferred more than once under this provision.
- (7) All questions shall be decided by the votes of the majority of the Governors present and voting thereon. In the case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (8) Any Governor having any pecuniary family or other personal interest whether direct or indirect in any contract or other matter to be discussed at a meeting at which he or she is present, shall as soon as practicable disclose the fact of his or her interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. A Governor shall not be treated as having such an interest in a matter by reason only of his or her being a member of staff or a student of the University if his or her interest is no greater than that of staff or students of the University, as the case may be, in general. No payment to any Governor in respect of any work or service shall be made or authorised except in accordance with the provisions of Clause 4 of the Memorandum of Association. None of the provisions of this Article shall prevent any Governor from considering and voting upon proposals for the University to insure its Members against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying premiums therefor.
- (9) The provisions of this Article shall apply to proceedings of the Court when appointing Governors save that (i) when appointing a Governor over the age of 70 such provisions shall apply subject to the proviso to Article 9(6); and (ii) when appointing a Governor under Article 7(2)(a) such provisions shall apply subject to that Article and to the regulations therein referred to.
- (10) A Governor shall not be bound in his or her speaking or voting at any meeting of the Court by any mandate or instruction given to him or her by any person or body of persons.
- (11) The Court may invite such members of staff and such students of the University and others as it may think appropriate to attend any meeting or part of a meeting of the Court or any committee thereof and may invite, if it thinks fit, any such person to speak on any matter under consideration at such meeting.
- (12) The Court or any committee thereof (as the case may be) if it thinks appropriate may require any such persons mentioned in the foregoing paragraph to withdraw from a meeting at any time, and may require any Staff or Student Governor to withdraw from a meeting when a matter affecting any named member of staff or student or prospective member of staff or student is under consideration, and may require the Vice Chancellor to withdraw from a meeting when his or her own position is under consideration, and upon the making of any such requirement as is mentioned in this paragraph the person or persons to whom the same is directed shall withdraw.
- (13) The Court shall cause minutes to be kept of the proceedings of every meeting of the Court.



- (14) The Clerk shall make available for inspection by any member of staff or student of the University upon demand made during the normal working hours of the University a copy of any of the following documents, namely the agenda (if the same shall have been prepared) of the next meeting of the Court, the draft minutes (if the same shall have been approved by the chairman of the meeting) of the last meeting of the Court and the minutes (if the same shall have been signed) of any meeting of the Court within the period of twelve months preceding such demand together with any report or other paper considered at such meeting, provided that any such document or part thereof shall be withheld from inspection if the Court shall so resolve by reason of any reference therein to any named member of staff or student of the University or prospective member of staff or student of the University or to any matter which the Court in its absolute discretion shall deem to be confidential for the time being. Any dispute arising out of or in relation to the operation of this paragraph shall be referred to the chairman of the Court, or in his or her absence the vice chairman, whose decision shall be final.
- (15) Save as aforesaid, the Court may regulate the despatch of its business, adjourn and otherwise regulate its meetings as it thinks fit.

### **Ordinary General Meetings of Members**

19. Save where the Members otherwise elect in general meeting or by written resolution in accordance with the provisions of Section 379A of the Companies Act to dispense with the holding of annual general meetings pursuant to Section 366A of the Companies Act ordinary general meetings (hereinafter called annual general meetings) shall be held in the month of November in every year, or as soon thereafter as possible, at such place as may be determined by the Court and not more than fifteen months shall elapse between the date of one annual general meeting of the University and that of the next.
20. An annual general meeting (whenever held in accordance with Article 19 above) and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the University other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hours of meeting, and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the University in general meeting to such persons as are under these Articles entitled to receive such notices:-

PROVIDED that a meeting of the University shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.

## **Extraordinary General Meetings of Members**

21. The Court may whenever it thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened by the Court on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Companies Act. If at any time there are not within the United Kingdom sufficient Members of the Court to form a quorum any Member of the Court may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Court.

## **Conduct of Business at General Meetings of Members**

22. (1) No business shall be transacted at any general meeting unless a quorum of Members is present at the commencement of the meeting and at the time the business in question is transacted.
- (2) In the case of an ordinary meeting eight Members present in person (of whom at least five shall be Members who are Governors appointed under Article 7(2)(a)) shall be a quorum.
- (3) In the case of an extraordinary meeting ten Members present in person (of whom at least six shall be Members who are Governors appointed under Article 7(2)(a)) shall be a quorum.
- (4) If a general meeting of Members is quorate but less than half the Members present are Governors appointed under Article 7(2)(a), a majority of such Members present may require that a decision on any matter be deferred to a subsequent general meeting, and upon the making of such a requirement any decision the subject thereof shall be deferred until the next annual general meeting or until an extraordinary general meeting convened to consider the matter to which it relates. No decision shall be deferred more than once under this provision.
23. The chairman of the Court or in his or her absence the vice chairman of the Court shall take the chair at all meetings of Members of the University. Provided that at any meeting of Members of the University at which neither the chairman nor vice chairman of the Court shall be present the Members present shall appoint from among such of their number as are eligible for election under Article 17(1) a chairman for that meeting.
24. Every Member shall have one vote, except that in any case of equality of votes on a division the chairman shall have a second or casting vote. Votes shall be given personally and not by proxy.
25. No person shall vote on any matter in which he or she is personally interested pecuniarily or otherwise, or debate on such matter without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.
26. The proceedings at any meeting shall not (provided no requirement of the Companies Act has been infringed) be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise, or any want of qualification in any of the persons present or voting thereat.
27. The Members of the University shall cause minutes to be kept of the proceedings of general meetings of Members.

## **Notices to Members**

28. A notice may be served upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his or her registered address for service (if any). In the latter case the notice shall be deemed to have been served at the expiry of 48 hours after the posting thereof and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
29. If a Member has not a registered address for service, any notice shall be sufficiently served on him or her by posting up in the registered office of the University such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him or her shall not be entitled to have a notice served on him or her.
30. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Vice Chancellor and Deputy Vice Chancellors**

31. (1) The Court shall appoint the Vice Chancellor and one or more Deputy Vice Chancellors of the University.
- (2) Subject to the powers and duties of the Court, the Vice Chancellor shall be the chief executive of the University and shall be responsible under the general direction of the Court
  - (a) for the organisation, direction, management and conduct of the University and for making proposals to the Court concerning the educational character and mission of the University, and for implementing the decisions of the Court;
  - (b) for the determination, after consultation with the Academic Council, of the University's academic activities, and for the determination of its other activities;
  - (c) for leading and exercising supervision over staff;
  - (d) save as provided by Article 16(18) and 16(19) and subject otherwise to the provisions of these Articles and any regulations made thereunder for the appointment of, assignment of duties to, and the grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of staff other than holders of Senior Posts;
  - (e) save as provided by Article 16(18) and 16(19) and subject otherwise to the provisions of these Articles for the discipline of staff and students of the University and for the suspension or expulsion of students on disciplinary grounds and for the implementation of decisions to expel students for academic reasons;
  - (f) for the preparation of annual estimates of income and expenditure for consideration by the Court, and for the management of budget and resources

within the estimates approved by the Court as provided under Article 16(5);  
and

- (g) for the discharge of all such functions as are allotted to the Vice Chancellor under Articles 38, 39, 46 and 47 and as may be delegated or allotted to the Vice Chancellor under Article 16(12) or under any regulations made under Article 16(22) or (23) or under Articles 35, 36, 40, 49, 50 or 51.
- (3) The Deputy Vice Chancellors shall be responsible under the general direction of the Vice Chancellor for such aspects of the organisation, management and conduct of the University as may be assigned to each of them from time to time by the Vice Chancellor and the Court shall from time to time designate one of the Deputy Vice Chancellors to act for the Vice Chancellor in all respects in the Vice Chancellor's absence.

### **The Secretary**

32. (1) The Court shall appoint or engage a Secretary of the University upon such terms as the Court thinks fit.
- (2) The Secretary shall act as Clerk to the Court, and in that capacity shall discharge such duties as are imposed upon him or her by the Court.

### **Appointment and Promotion of Staff**

33. Each member of staff shall serve under a contract of employment with the University.
34. Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor such post shall be advertised nationally.
35. The Court shall make and may from time to time amend regulations relating to the appointment and promotion of staff provided that such regulations shall be consistent with these Articles including without prejudice to the generality of the foregoing Articles 33 and 34.

### **Conduct of Staff**

36. The Court shall make and may from time to time amend regulations relating to the conduct of staff provided that such regulations shall be consistent with these Articles and that before making or amending any such regulations the Court shall take steps to ascertain the views of staff thereon and further provided that in making or amending the same the Court shall have regard to the need to ensure that 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.

## **Suspension of Staff**

37. The chairman of the Court or in his or her absence the vice chairman of the Court may suspend from duty with pay the holder of any Senior Post for misconduct or other good and urgent cause. The chairman or vice chairman of the Court (as the case may be) shall report such suspension in writing to all the Governors within two working days or as soon thereafter as practicable.
38. The Vice Chancellor or in his or her absence any person authorised by the Vice Chancellor to act on his or her behalf may suspend from duty with pay any member of staff other than the holder of any Senior Post for misconduct or other good and urgent cause.
39. Any holder of a Senior Post suspended under Article 37 shall be entitled to receive from the chairman or vice chairman of the Court (as the case may be) and any other member of staff suspended under Article 38 shall be entitled to receive from the Vice Chancellor or such authorised person (as the case may be) written notification of such suspension setting out the grounds on which the decision to suspend has been taken.
40. The Court shall make and may from time to time amend regulations for the suspension of staff provided that such regulations shall be consistent with these Articles including without prejudice to the generality of the foregoing Articles 37 to 39 inclusive and that before making or amending such regulations the Court shall take steps to ascertain the views of staff thereon and further provided that such regulations shall contain provisions that
  - (i) any member of staff who has been suspended for three weeks or more may appeal to the Court against such suspension save that no such appeal shall lie if the member of staff in question is the subject of a reference to a special committee under Article 41 or of a notification from the Vice Chancellor or person authorised on his or her behalf under Article 47;
  - (ii) any such appeal shall be heard and determined as soon as practicable; and
  - (iii) any suspension against which an appeal is made shall continue to operate pending determination of such appeal.

## **Dismissal of Holders of Senior Posts**

41. If a majority of the Governors or the chairman of the Court or in his or her absence the vice chairman of the Court is of opinion that it may be appropriate for the Court to consider the dismissal of the holder of any Senior Post, the Court or the chairman or vice chairman of the Court (as the case may be) shall refer the matter to a special committee of the Court which shall be convened as soon as practicable to examine the facts, otherwise investigate the reasons for and against dismissal, and make a report to the Court.
42. Such special committee shall consist of five Members of the Court. The chairman and vice chairman of the Court and the Vice Chancellor shall not be members of the special committee nor shall any Staff or Student Governor be a member thereof.
43. Any holder of a Senior Post whose dismissal is to be considered by such a special committee shall have the right to make written and oral representations to the committee and for such purpose may be accompanied and represented thereat by a friend. After examining the matter and considering any such representations the committee shall prepare and submit a written report to the Court a copy of which shall be sent to the person to whom it relates. The report

shall set out the facts relating to the matter and any factors which the committee is of opinion should be taken into account in the Court's consideration of the matter. The report shall not contain any recommendation as to the decision to be made by the Court.

44. The Court shall consider the report of such special committee and take such action as it considers appropriate which may include the dismissal of the person concerned. Such person shall have the right to make written and oral representations to the Court relating to the report of the committee and for such purpose may attend the meeting of the Court at which such report is considered and may be accompanied and represented thereat by a friend.
45. The Court shall make and may from time to time amend regulations relating to procedures for dismissal of holders of any Senior Post and to the proceedings of any such special committee provided that such regulations shall be consistent with these Articles including without prejudice to the generality of the foregoing Articles 41 to 44 inclusive.

### **Dismissal of Other Staff**

46. The Vice Chancellor or in his or her absence any person authorised by the Vice Chancellor to act on his or her behalf may dismiss any member of the staff other than the holder of a Senior Post and if the circumstances are such as to justify summary dismissal by virtue of the misconduct of such member of staff such dismissal may take immediate effect without any need for prior notice.
47. Where the Vice Chancellor or such authorised person (as the case may be) is considering a case which may merit the dismissal of a member of staff other than a holder of a Senior Post, and the circumstances do not justify summary dismissal, he or she shall notify the member of staff concerned that such a case is under consideration. Such member of staff shall be given opportunity to make written and oral representations to the Vice Chancellor or such authorised person (as the case may be), for which purpose he or she may be accompanied and represented by a friend, before any decision to dismiss is made.
48. Where a member of staff has been summarily dismissed under Article 46 or where a decision to dismiss a member of staff has been made under Article 47 such member of staff may appeal against the dismissal or decision to dismiss (as the case may be) to the Court. In the case of an appeal against a decision to dismiss under Article 47 the dismissal shall not take effect until the appeal has been determined.
49. The Court shall make and may from time to time amend regulations relating to procedures for the dismissal of staff other than holders of any Senior Post and for the consideration of appeals against such dismissals provided that such regulations shall be consistent with these Articles including without prejudice to the generality of the foregoing Articles 46 to 48 inclusive and that before making or amending any such regulations the Court shall take steps to ascertain the views of the staff thereon. Any such regulations shall include reference to the rights of representation of staff.

### **Grievance Procedures**

50. After consultation with the staff the Court shall make regulations specifying procedures according to which staff may seek redress of any grievances relating to their employment.

## **Students**

51. The Court shall make and may from time to time amend regulations as to the admission, conduct, suspension, exclusion and expulsion of students of the University and disciplinary procedures and appeals relating thereto and to decisions of boards of examiners provided that such regulations shall be consistent with these Articles and that before making or amending any such regulations the Court shall consult with the Academic Council and shall take steps to ascertain the views of students of the University thereon.
52. Students of the University shall have appropriate opportunities to raise matters of proper concern to them at all levels within the University and the Court shall make and may from time to time amend regulations to secure the same provided that such regulations shall be consistent with these Articles including without prejudice to the generality of the foregoing Article 18(11) and (12) and that before making or amending any such regulations the Court shall take steps to ascertain the views of students of the University thereon and shall consult with the Academic Council.
53. There shall be a Students' Union of the University. The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Court and shall present audited accounts and budgets annually to the Court. No amendment to or rescission of its constitution, in part or in whole, shall be valid unless and until approved by the Court, which may initiate amendment or rescission.

## **Seal**

54. The Court shall provide a Common Seal for the purposes of the University which shall be kept under secure arrangements by the Secretary or such custody and control as the Court shall from time to time determine. The Seal of the University shall not be affixed to any instrument except pursuant to a resolution of the Court and in the presence of two Governors, including the chairman of the Court or some other Member authorised generally or specifically by the Court to act for that purpose, who shall sign every instrument to which the seal is affixed in their presence and every such instrument shall be countersigned by the Secretary.

## **Finance**

55. The Court shall cause accounting records to be kept in accordance with the Companies Act and with the Education Reform Act.
56. The University may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the University may be inspected by the Members and subject thereto the books and accounts shall be open to inspection by the Members at all reasonable times during the usual business hours.
57. Save where the Members otherwise elect in general meeting or by written resolution in accordance with the provisions of Section 379A of the Companies Act to dispense with the laying of accounts and reports before general meetings pursuant to Section 252 of the Companies Act the Court shall lay before a general meeting of the University for each year in accordance with the requirements of the Companies Act an income and expenditure account of the University and a balance sheet for the year ending on the previous 31st July. Such account and balance sheet shall be accompanied by a report of the Court as to the state of affairs of the University and a report of the auditors and the balance sheet accounts and

reports shall comply with the provisions of the Companies Act. A copy of every balance sheet together with copies of the said account and reports shall not less than twenty one clear days before the date of the meeting before which such balance sheet account and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the University.

58. The Vice Chancellor shall prepare or cause to be prepared annual estimates of income and expenditure for consideration and approval by the Court.
59. The Court shall determine the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Higher Education Funding Council).
60. Auditors shall be appointed and their duties regulated in accordance with the Companies Act and with the Education Reform Act.

### **Winding Up**

61. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the University shall have effect and be observed as if the same were repeated in these Articles.

### **Copies of Articles and Regulations**

62. A copy of the Memorandum of Association of the University and of these Articles and copies of all regulations made thereunder and for the time being in force shall be given to every Governor upon his or her appointment or as soon as practicable thereafter and shall be made available for inspection upon request to the Secretary by any member of staff or student of the University.

### **Amendment of Articles**

63. These Articles may be amended or replaced by a special resolution of the University either with the approval of the Privy Council or as required by the Privy Council after consultation with the University in accordance with Section 125 of the Education Reform Act and subject to the requirements of the Companies Act.

### **Indemnity**

64. (1) Subject to the provisions of the Companies Act, every Governor or other officer of the University shall be indemnified out of the assets of the University against all costs, charges, expenses, losses and liabilities he or she may sustain or incur in or about the execution of his office or otherwise in relation thereto.
- (2) The Court shall have power to resolve pursuant to paragraph 3(G)(18) of the Memorandum of Association to effect indemnity insurance notwithstanding the interest of any Members of the Court in such a policy and the provisions of Article 18(8) shall not apply to any such interest.



## THE SCHEDULE

### ACADEMIC COUNCIL

1. There shall be an Academic Council of the University.
2. The academic organisation and structure of the University shall be determined from time to time by the Court after considering recommendations made by the Academic Council hereunder.
3.
  - (i) The Academic Council shall comprise not more than 40 members reflecting the academic structure of the University of whom one shall be the Vice Chancellor (ex officio) and of whom not less than 50% shall be appointed members not less than 30% elected teacher members and not less than 10% student members.
  - (ii) The appointed members shall be persons appointed from time to time by the Court from the Deputy Vice Chancellors and such members of staff as are designated Deans of Faculty, or Heads of School and academic-related Departments.
  - (iii) The elected teacher members shall be elected by and from such members of the teaching and research staff as shall be specified in regulations made from time to time by the Court by such method as will secure adequate coverage of the different fields of work of the University. An appointed member may not be an elected teacher member.
  - (iv) The student members shall be elected by and from students of the University in accordance with arrangements made from time to time by the Court.
4. The terms of office of members of the Academic Council shall be as follows:
  - (i) in the case of the Vice Chancellor for so long as he or she shall remain Vice Chancellor;
  - (ii) in the case of an appointed member until the expiry of such time (if any) as the Court may designate upon his or her appointment or until he or she shall cease to be eligible for appointment, whichever be the sooner;
  - (iii) in the case of an elected teacher member until the expiry of three years after his or her election or until he or she shall cease to be eligible for election, whichever be the sooner, save that provision shall be made for the retirement of elected teacher members in rotation in regulations made from time to time by the Academic Council and approved by the Court; and
  - (iv) in the case of a student member until the expiry of one year after his or her election or until he or she shall cease to be eligible for election, whichever be the sooner.
5. The Vice Chancellor shall be the chairman of the Academic Council. The Vice Chancellor, or in his or her absence, a deputy designated by the Vice Chancellor shall preside at meetings of the Academic Council.
6. The Academic Registrar shall be the secretary to the Academic Council.
7. The Academic Council may invite persons, who need not necessarily be members of the staff of the University, to attend any of the meetings and to participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Academic Council.

8. The Academic Council shall have power, subject to provisions of the Articles, to regulate its proceedings and the conduct of its business.
9. Within the general policy of the University and subject to the ultimate responsibility of the Court and to the responsibilities of the Vice Chancellor, the Academic Council shall exercise the following functions:-
  - (i) The maintenance of academic standards within the University, and the planning, co-ordination, development oversight, validation and review of the curriculum and all academic work of the University and advising the Court on the resource implications of such planning.
  - (ii) The making of recommendations to the Court relating to the academic structure and organisation of the University.
  - (iii) The fostering and maintenance of close connections with industry, commerce, the professions, universities, other educational establishments and research organisations.
  - (iv) The making of recommendations to the Court for the establishment of advisory committees as it deems to be necessary.
  - (v) The oversight of all arrangements for teaching in the University.
  - (vi) The regulation of the academic conditions for the admission of students to and their progression within the University.
  - (vii) The regulation of policies and procedures for assessment and examination of students within the University.
  - (viii) The appointment and removal of internal and external examiners.
  - (ix) The power to confer the award of academic qualifications, prizes or other distinctions including honorary academic titles as may be agreed with the Court.
  - (x) The development of teaching methods and courses.
  - (xi) The organisation of facilities for research and scholarship and for the publication of papers relating thereto.
  - (xii) The giving of advice on the arrangements for the appointment and promotion of teaching and research staff.
  - (xiii) The nomination to the Court of members of the Academic Council for appointment as Governors under Article 7(2)(b).
  - (xiv) The nomination of academic representatives to external bodies.
  - (xv) The making to the Court of such reports and recommendations as the Academic Council may consider appropriate on any academic and related matters including those matters referred to the Academic Council by the Court.

- (xvi) The exercise of functions relating to exclusion of students from courses of study for academic reasons and appeals against decisions of examination boards in accordance with bye laws and regulations made under Article of these Articles.
  - (xvii) The exercise of any other functions which may be delegated to it by the Court or referred to it by the Vice Chancellor.
10. The Academic Council shall as far as may be practicable delegate its responsibilities in any matter affecting not more than one faculty or academic unit below the level of a faculty to the faculty or unit (as the case may be) concerned.
  11. The Academic Council shall establish such committees as it thinks fit (including where appropriate committees with a membership which includes representatives of the students of the University or persons who are not members of the Academic Council) and shall determine their membership and functions. Any committee of the Academic Council may establish sub-committees and determine their membership and functions.
  12. The Court may accept, reject or refer back any recommendation made to it by the Academic Council, but shall give to the Academic Council its reasons for any such rejection or reference back and shall afford to the Academic Council the opportunity to make representations to the Court in respect thereof.