



Articles of Association
of the
University of Derby

A Private Company Limited by Guarantee
And not having a share capital

First incorporated 7th July 1995
Registration No. 3079282

1. Definitions

Academic Board:	The most senior academic committee of the University responsible for oversight of the academic offer, standards and student performance
Academic staff:	Staff on contracts at the University to teach and/or to undertake research
Chair:	The Chair of the Governing Council
Chancellor:	The non-executive titular head of the University who normally presides at meetings of the University Court and on ceremonial occasions
Clerk:	The Clerk to the Governing Council
Company	The University of Derby, being a company limited by guarantee with company number 03079282, and its subsidiary companies
Director:	Director of the Company
Governing Council:	The governing body of the University which is also the board of directors of the University:
Governor:	A member of the Governing Council who is both a Director and Member of the Company
Independent:	Is neither a student of the University nor a member of staff of the University
Member:	Member of the Company
Ordinances:	The set of documents approved by the Governing Council which set out the rules and detailed procedures by which the Governing Council operates. The Ordinances are required to be fully consistent with the Articles of Association
Students' Union:	The University of Derby Students' Union
The University:	The University of Derby, being a company limited by guarantee with company number 03079282, and its subsidiary companies
University Court:	A forum of critical and supportive friends of the University which has a purely advisory function
Vice-Chancellor:	The Chief Executive of the University

The University and Model Articles

2. The name of the University is the University of Derby.
3. The registered office is in England.
4. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

Liability of members

5. In the event of the University being wound up, the liability of each Member is limited to £1.00; this being the amount that each Member undertakes to contribute to the assets of the University. This applies while s/he is a Member and up to one year after s/he ceases to be a Member.

The Objects of the University

6. The University's objects are, for the public benefit:
 - 6.1 to promote and advance education and training; and
 - 6.2 to promote, undertake and advance research.

Academic Freedom

7. 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 of losing employment, status or privileges.

Powers

8. The University shall have powers to undertake all activities within the law in pursuit of the objects. These powers shall include without limitation:
 - 8.1 the provision of facilities for learning and the assessment of student performance;
 - 8.2 making academic awards (including without limitation, diplomas, joint degrees, dual degrees, certificates, fellowships, honorary degrees, honorary fellowships, memberships and associateships in its own name and/or jointly with other education institutions) in recognition of learning achievement; and
 - 8.3 acquiring, merging with or entering into any partnership or joint venture with any other body in furtherance of the objects of the University.

The responsibilities of the Governing Council

9. The Governing Council shall be the supreme governing body of the University and shall be responsible for the exercise of the University's powers. The functions of the Council shall include, without limitation:
 - 9.1 the custody and use of the Common Seal;
 - 9.2 the oversight of the management and administration of the revenue and property of the University;
 - 9.3 ensuring that there are in place policies and procedures for the governance and conduct of the University, for dealing with staff performance, discipline, dismissal and grievance, and for dealing with student discipline, complaints and academic appeals; and
 - 9.4 oversight of the conduct of the affairs of the University.

Delegation

10. The Governing Council may make committees and may delegate all or any of its functions to a committee or any person provided that the Governing Council shall not delegate any of the following:
 - 10.1 the determination of the character and mission of the University, including the determination of the academic year of the University and the appointment and the dismissal of the Vice-Chancellor;
 - 10.2 the responsibility for ensuring the solvency of the University and for safeguarding its assets, including the appointment of auditors, the establishment of an audit committee and the approval of the University's annual audited accounts;
 - 10.3 the making of, alteration, amendment or addition to these Articles, subject always to the prior approval of the Privy Council; or
 - 10.4 the approval of procedures for the suspension and dismissal of staff and the suspension and expulsion of students.

Governors Benefits and Conflicts of Interest

11. The University may only confer benefits on Governors for acting as a Governor, if the benefit has been authorised by the Governing Council in accordance with the Ordinances.
 - 11.1 For the purposes of Article 11, a "benefit" includes:
 - 11.1.1 buying any goods or services from the University on preferential terms;
 - 11.1.2 selling goods, services, or any interest in land to the University;

- 11.1.3 being employed by, or receiving any remuneration from, the University; and
 - 11.1.4 receiving any other financial benefit from the University.
12. A Governor must declare any interest that s/he may have in the business under discussion in a meeting. If there is a conflict of interest, the Governor should discontinue any input to the discussion and withdraw from the meeting.
13. If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such a conflict of interests provided that:
- 13.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 13.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
 - 13.3 the unconflicted Governors consider it is in the interests of the University to authorise the conflict of interests.
14. Governors are indemnified against actions that they may take providing that:
- 14.1 they have not been negligent in their conduct of their duties; and
 - 14.2 to the extent permitted by sections 232 to 234 of the Companies Act 2006.

The composition of the Governing Council and periods of office

15. The Governing Council shall appoint its membership and shall comprise at least fifteen and no more than twenty four members, of whom a majority shall be Independent and shall include, but not be limited to, the following:
- 15.1 In recognition of the historical contribution of the Church of England to the University, at least one Independent Governor will be appointed by the Council following consideration of a recommendation for appointment by the Lord Bishop of Derby.
 - 15.2 The Vice-Chancellor, for as long as s/he holds office as the Vice-Chancellor
 - 15.3 Two members of academic staff put forward by the Academic Board
 - 15.4 Two further staff, one of whom is a non-academic member of staff
 - 15.5 Two student Governors put forward by the Students' Union
16. Independent Governors are appointed to serve for a term of up to three years. They may be re-appointed on two occasions leading a normal maximum period of service of

nine years. Exceptionally, this maximum period of service may be extended to a maximum *of 17 years if the Governor serves as either Chair or Vice-Chair.

17. Staff Governors normally serve for a single term of up to three years but may be invited by Governing Council to serve for a second term of up to three years leading to a maximum period of office of six years.
18. Student Governors normally serve for a term of one year but may be reappointed for a further term of office of one year if they are recommended by the Students' Union.
19. In order to be quorate a meeting of the Governing Council or a committee must be attended by at least one-half (50%) of the Governors. At meetings of the Governing Council there must be a majority of Independent Governors present.
20. Governors may not appoint deputies or alternates to attend meetings in their place.

* A temporary adjustment until 2018 when the Article will be reset to a maximum of 15 years.

Chair and Vice-Chair

21. Governing Council shall appoint an Independent Governor to serve as Chair of the Governing Council.
22. The Chair is appointed for a term of up to three years. S/he may be re-appointed on two occasions leading to a normal maximum period as Chair of nine years, subject to Article 16 above.
23. Governing Council shall normally appoint an independent governor to serve as Vice-Chair of Governing Council.

Chancellor, Vice-Chancellor and Clerk

24. The Governing Council shall appoint a Chancellor of the University who will normally preside at the University Court and on major University occasions. This non-executive position as the figurehead of the University is held for five years and is renewable by mutual agreement of the Chancellor and the Governing Council.
25. The Governing Council shall appoint a Vice-Chancellor who is Chief Executive of the University with responsibility for the leadership and management of the University.
26. The Governing Council shall appoint a Clerk to the Governing Council who has responsibility for assisting the Chairman with the organisation of Governing Council business, the recording of meetings and the appointment and induction of new Governors. The Clerk may also serve as the company secretary of the University. The Clerk shall not be a member of the Governing Council.

Participation in Governing Council meetings

27. Subject to the articles, Governors participate in a Governing Council meeting, or part of a Governing Council meeting, when:
- 27.1 the meeting has been called and takes place in accordance with the articles, and
 - 27.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
28. In determining whether Governors are participating in a Governing Council meeting, it is irrelevant where any Governor is or how they communicate with each other.
29. If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Termination of Governor's appointment

30. A person ceases to be a Governor, and so a Member, as soon as:
- 30.1 that person ceases to be a Governor by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 30.2 a bankruptcy order is made against that person;
 - 30.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 30.4 a registered medical practitioner who is treating that person gives a written opinion to the University stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 30.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 30.6 notification is received by the University from the Governor that the Governor is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 30.7 the Governing Council resolves that the Governor in question should not continue to be a Governor.

General Meetings

31. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

32. If the Governors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
33. If the Governors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Members present must appoint a member to chair the meeting, and the appointment of a chairman of the meeting must be the first business of the meeting.
34. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.

Means of communication to be used

35. Subject to the articles, anything sent or supplied by or to the University under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the University.
36. Subject to the articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
37. A Governor may agree with the University that notices or documents sent to that Governor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

University Court

38. There shall be a University Court, which is a forum of critical and supportive friends of the University.

Academic Board

39. There shall be an Academic Board which oversees the scholarly endeavours of the University. Academic Board is responsible for approving academic policies, the setting and maintenance of academic standards and the regulatory frameworks. It will evaluate and enhance the quality of academic provision, the advancement of academic practice in learning and assessment, and the overall student experience and performance.

Staff suspension and dismissal

40. All suspensions or dismissals of employees must be confirmed by the Vice-Chancellor (or the designated deputy acting as Vice-Chancellor) of the University. Appeals against suspension or dismissal shall be heard by a panel composed of members of the Governing Council.

Students' Union

41. There shall be an organisation of students of the University which shall conduct and manage its own affairs in accordance with a constitution approved by the Governing Council. No amendment to or rescission of that constitution shall be valid unless it has been approved by the Governing Council.

Dissolution

42. In the event of the University being unable to continue to function as a viable concern, the residual assets of the University shall be passed to another charity or charities with similar objects to those of the University of Derby.