

Instrument and Articles of Government

July 2012

UNIVERSITY of NORTHUMBRIA at NEWCASTLE

Preface

The Instrument and Articles of Government are the legal documents which determine the status of the University, and which define the basis for its operation.

The former Newcastle upon Tyne Polytechnic became a Higher Education Corporation in 1989 under the provisions of the Education Reform Act 1988. The Further and Higher Education Act 1992 granted power to the then Polytechnic to award its own degrees, diplomas and certificates, and to adopt the title University. The title University of Northumbria at Newcastle was approved by the Privy Council in 1992 and took effect from 1 September 1992.

The Instrument and Articles of Government (which replace parts of Schedule 124 of the Education Reform Act 1988 and the previous Articles of Government) were approved by the Privy Council in 1993 and 1995 respectively. The Articles of Government were formally adopted by the University's Board of Governors on 11 March 1996.

Amendments to the Instrument of Government were approved by the Privy Council in July 2001 and July 2012, and are incorporated in this document.

P A Booth
University Secretary

Instrument of Government of the University of Northumbria at Newcastle Higher Education Corporation

1. Interpretation

- (1) In this Instrument, the following words and expressions shall have the meaning indicated in this paragraph:

"the Act" means the Education Reform Act 1988 as amended from time to time;

"the Corporation" means the University of Northumbria at Newcastle higher education corporation;

"the Board of Governors" means the members of the Corporation;

"the University" means the University of Northumbria at Newcastle, which the Corporation has been established to conduct;

"the Vice-Chancellor" means the Vice-Chancellor of the University;

"the Academic Board" means the Academic Board of the University constituted in accordance with the Articles;

"the Instrument" means the Instrument of Government of the Corporation;

"the Articles" means the Articles of Government in accordance with which the University is conducted;

"the Secretary" means the person appointed to the office of Secretary to the Board of Governors under the Articles;

"the Secretary of State" means the Secretary of State for Education;

"the appointing authority" means the Corporation unless otherwise specified.

- (2) The Interpretation Act 1978 shall apply for the interpretation of the Instrument as it applies for the interpretation of an Act of Parliament.

2. Name of the Corporation

The Board of Governors may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

3. Membership of the Board of Governors

- (1) The Board of Governors shall consist of:
 - a) not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
 - b) the Vice-Chancellor, unless he chooses not to be a member.
- (2) Of the appointed members:
 - a) up to thirteen shall be independent members;
 - b) up to two may be teachers at the University nominated by the Academic Board and up to two may be students of the University nominated by the students thereof; and
 - c) at least one and not more than nine shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.
- (3) Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.
- (4) The co-opted member required by sub-paragraph 3(2)(c) above shall be a person who has experience in the provision of education.
- (5) A person (other than a person appointed in pursuance of subparagraph 3(2)(b) above) who is:
 - a) employed at the University (whether or not as a teacher);
 - b) a full-time student at the University; or
 - c) an elected member of any local authority, is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.
- (6) For the purpose of this paragraph a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when he has been granted leave of absence from the University for the purpose of study or travel or for carrying out the duties of any office held by him in the Students' Union at the University;

- (7) It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

4. Determination of Membership Numbers of the Board of Governors

- (1) The Board of Governors shall make a determination with respect to their membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3(2) above.
- (3) In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be independent members.
- (4) Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.
- (5) Such a determination may be varied by a subsequent determination.

5. Appointment of Members of the Board of Governors

- (1) Subject to the provisions of section 124C of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with paragraph 4(1) above takes effect.
- (2) The Board of Governors are the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.
- (3) Where an appointment of an additional independent member of the Board of Governors falls to be made in consequence of a determination in accordance with paragraph 4 above, the appointing authority in relation to the appointment:
 - a) shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of the determination; or
 - b) if the appointment is not made within that period, shall be the current independent members of the Board of Governors.

- (4) Where a vacancy in the office of an independent member of the Board of Governors arises on any existing independent member ceasing to hold office on the expiry of his term of office:
 - a) his successor shall not be appointed more than six months before the expiry of that term; and
 - b) the appointing authority in relation to the appointment of his successor:
 - i) shall be the Board of Governors if the appointment is made not less than three months before the expiry of that term; or
 - ii) if the appointment is not so made, shall be the current independent members of the Board of Governors.
- (5) Where a vacancy in the office of an independent member of the Board of Governors arises on the death of any such member or any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of his successor:
 - a) shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be); or
 - b) if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- (6) No appointment of an independent member of the Board of Governors by the Board of Governors in accordance with sub paragraph 5(3)(a), 5(4)(b)(i), and 5(5)(a) above shall be made unless the appointment has been approved by the current independent members of the Board of Governors.
- (7) If the number of independent members of the Board of Governors falls below the number needed in accordance with the Articles for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of independent members as is required for a quorum.

6. Tenure of Office of Members of the Board of Governors

- (1) The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 3(2) above. Such members shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office, be eligible for reappointment.

- (2) A member of the Board of Governors may at any time by notice in writing to the Secretary resign his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation therein whichever shall be the later.
- (3) A member of the Board of Governors shall automatically cease to hold office, and the office shall become vacant, if he fails to attend three successive ordinary meetings of the Board of Governors, or all the meetings of the Board of Governors within any period of six months, whichever shall be the greater number of meetings, without having obtained the express permission of the Board for such a failure to attend.
- (4) If at any time the Board of Governors are satisfied that any member of the Board of Governors is unable or unfit to discharge the functions of a member, the Board of Governors may by notice in writing to that member, remove him from office, and thereupon the office shall become vacant.
- (5) Where a member of the Board of Governors appointed as an Academic Board nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of University of Northumbria at Newcastle Governors, ceases before the end of his period of office to be a University of Northumbria at Newcastle member of staff or student of the University as the case may be, his office shall thereupon become vacant.

7. Officers

The Board of Governors shall appoint from among their members a Chairman, Deputy Chairman and any other officers, which the Board may determine.

8. Committees

The Board of Governors may establish committees and permit such committees to include persons who are not members of the Board of Governors.

9. Allowances

- (1) The Board of Governors shall determine any allowances to be paid to, or on behalf of, members of the Board of Governors.
- (2) The University may, and may only, confer benefits on members of the Board of Governors if the benefit has been authorised by the Board of Governors in accordance with the Regulations. In this clause “benefit” includes:
 - (a) buying any goods or services from the University;
 - (b) selling goods, services, or any interest in land to the University;

- (c) being employed by, or receiving any remuneration from the University;
or
- (d) receiving any other financial benefit from the University.

10. Seal of Corporation

- (1) The application of the seal of the Corporation shall be authenticated by the signature of the Chairman of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors.
- (2) The Corporation Seal shall be held under secure arrangements by the Secretary.

11. Copies of Instrument of Government

Copies of the Instrument of Government shall be provided to each member of the Board of Governors.

UNIVERSITY OF NORTHUMBRIA AT NEWCASTLE

ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, the University of Northumbria at Newcastle higher education corporation makes the following Articles of Government in accordance with which the University of Northumbria at Newcastle shall be conducted:

1. Interpretation

- (1) In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on 26 April 1993, and

"the holders of senior posts" means the Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine and "holder of a senior post" shall be construed accordingly;

"the staff" includes both teaching and other staff of the University;

"staff governor" means a member of the Board of Governors appointed on the nomination of the Academic Board, or as a co-opted staff nominee;

"student governor" means a member of the Board of Governors appointed as a student nominee or as a co-opted student nominee; and

"a students' union" means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

2. Conduct of the University

- (1) The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, any subsequent Education Acts, directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

3. Responsibilities of Board of Governors, Principal and Academic Board

- (1) The Board of Governors

The Board of Governors shall be responsible for:

- a) the determination of the educational character and mission of the University and for oversight of its activities;
- b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- c) approving annual estimates of income and expenditure;
- d) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
- e) setting a framework for the pay and conditions of service of all other staff

(2) The Principal

Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the University and shall be responsible for:

- a) making proposals to the Board of Governors about the educational character and mission of the University and for implementing the decisions of the Board of Governors;
- b) the organisation, direction and management of the University and leadership of the staff;
- c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the holders of senior posts;
- d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- e) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; and
- f) 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.

(3) The Academic Board

Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Academic Board shall be responsible for:

- a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admissions of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to such requirements of validating and accrediting bodies as may be applicable;
 - b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
 - c) advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board.
- (4) The Academic Board 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 Principal and Board of Governors. 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 Academic Board,

4. Academic Board

- (1) There shall be an Academic Board of no more than 40 members, comprising the Principal (who shall be Chairman) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Principal may nominate a Deputy Chairman from among the members of the Academic Board to take the chair in his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.
- (2) The Academic Board shall be constituted as follows:

Vice-Chancellor (Chairman)	1
Pro-Vice-Chancellors/Deans/Heads of	20

Department and Academic Services	
Teaching Staff	10
Staff other than teaching staff	3
Students	3
Co-opted	3
	40

5. Delegation of Functions and Committees

- (1) Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board of Governors or to the Principal.
- (2) The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student governors.
- (3) The Board of Governors shall not, however, delegate the following:
 - a) the determination of the educational character and mission of the University;
 - b) the approval of the annual estimates of income and expenditure;
 - c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
 - d) the appointment or dismissal of the Principal; or
 - e) the varying or revoking of these Articles.

6. Appointment of Secretary to the Board of Governors

- (1) The Board of Governors shall appoint the Clerk to act as secretary to the Board of Governors.

7. Procedures for Meetings

- (1) The quorum for meetings of the Board of Governors shall be 10 members of whom 6 shall be independent members. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
- (2) Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, except where acting as a proxy for another member.
- (3) The Board of Governors shall appoint annually from among its number by means of a secret ballot and a simple majority, a Chairman and Deputy Chairman. Existing office holders shall be eligible for re-election. If the Chairman is absent from any meeting of the Board of Governors the Deputy Chairman shall preside. If both are absent from any meeting the members present shall choose one of their number to preside at the meeting. The Principal, staff and student members shall not be eligible to preside at such a meeting.
- (4) Every vacancy in the office of Governor shall as soon as possible be notified by the Secretary to the Board to the proper appointing body.
- (5) In the case of a vacancy for an independent Governor arising, the Secretary to the Board shall seek written nominations for appointment from members of the Board and shall arrange for a ballot to elect to the vacancy at the next scheduled meeting of the Board. If a meeting is not scheduled to take place within three months of the date of the vacancy arising, or notification of the vacancy arising is received by the Secretary later than seven clear days prior to that meeting, the Secretary shall call a special meeting of the Board for the purpose of electing to the vacancy. At least seven days' notice shall be given for such a special meeting. The election shall be by simple majority of members attending the meeting provided that the majority shall include an absolute majority of the independent members of the Board. Proxy voting shall not be permitted.
- (6) In the event that no appointment is made under the procedure outlined under Article 7(5) above, the Secretary to the Board shall seek written nominations to the vacancy from independent members of the Board and upon receipt of nominations shall call a meeting of a committee comprising all independent members, for the sole purpose of conducting a ballot to elect and appoint to the vacancy. At least seven clear days' notice shall be given for such a meeting. The quorum for a meeting of the committee shall be seven members. The election shall be by simple majority of members attending the meeting provided

that any nominee over 70 shall have the support of an absolute majority of all independent members. Proxy voting shall not be permitted.

- (7) Procedures governing the conduct of elections to membership of the Board shall be approved by the Board.
- (8) The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any Governor.
- (9) All meetings of the Board of Governors shall be summoned by the Secretary to the Board or his authorised representative.
- (10) At least seven clear days' notice of an ordinary meeting and at least three clear days' notice of an extraordinary meeting of the Board of Governors shall be given, specifying the business proposed to be transacted. The notice shall be left at or sent to the usual place of residence of each Governor provided that want of service of the notice on any Governor shall not affect the validity of the meeting.
- (11) The Board of Governors shall from time to time decide on the frequency of its meetings but shall hold at least three meetings in each year.
- (12) An extraordinary meeting of the Board of Governors maybe held on a written request to the Secretary to the Board by the Chairman or any four members. No business shall be transacted at an extraordinary meeting except that which is contained in the notice summoning the meeting.
- (13) If within 30 minutes from the time appointed for a meeting of the Board of Governors a quorum is not present, the meeting shall stand adjourned to such day, time and place as shall be determined. No business shall be transacted at an adjourned meeting other than the business, which could properly have been transacted at the original meeting.
- (14) Every question needing to be determined at a meeting of the Board of Governors shall be determined by a majority of the members present. Voting on any question shall be expressed by a show of hands unless before the question is put it is resolved that a poll be held to determine the issue.
- (15) Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary the same has been given to all members of the Board in the notice of business to be transacted.

- (16) A resolution in writing to which every member signifies acquiescence in writing to the Secretary to the Board shall be valid as if the same had been passed at a meeting of the Board of Governors duly convened and held .
- (17) If any Governor has a pecuniary, family or other personal interest in any matter under discussion at a meeting the Governor shall at the meeting and as soon as practicable after commencement disclose the fact and shall take no part in the consideration of the matter or vote on any question with respect to it and may be required to withdraw from the meeting for consideration of that item. This shall not, however, prevent the Board of Governors from considering and voting upon proposals for the Corporation to insure members of the University of Northumbria at Newcastle Corporation against liabilities incurred by them arising out of their office, or the Corporation obtaining such insurance and paying the premiums.
- (18) Unless invited to remain by a resolution of the other members present, the following shall withdraw from that part of the meeting of the Board of Governors or any committee thereof in which there is a consideration of staffing matters as follows:
- a) Staff governors or staff members of a committee of the Board of Governors (in respect of the appointment or promotion to, or suspension, dismissal or retirement of a person from a post senior to that which is held by them);
 - b) the Principal (in respect of discussion of his position);
 - c) student governors or student members of a committee thereof (in respect of the appointment, promotion, suspension, or retirement of staff).
- (19) Student governors or members of a committee of the Board of Governors shall not take part in the consideration of their own suspension or expulsion, except as provided for in the rules made under Article 13(2) of the Articles of Government.
- (20) If in any election conducted for or by the Board of Governors or elsewhere in the University, there is only one candidate duly nominated, that candidate shall be declared elected without the necessity for any vote or ballot.
- (21) Subject to the terms of paragraph 7(22) the agenda for every meeting of the Board of Governors, draft minutes approved by the Chairman, signed minutes of such meetings, and any report document or other paper considered at any such meeting shall, in each case as soon as possible, be made available at the University by the Board of Governors to any person wishing to inspect them.

- (22) There may be excluded from any item required to be made available in pursuance of paragraph 7(21) above, any material relating to:
- a) a named teacher or other person employed at or proposed to be employed at the University;
 - b) a named student or candidate for admission to the University;
 - c) any matter which by reason of its nature the Board of Governors is satisfied should be dealt with on a confidential basis.

8. Appointment of Secretary to the Academic Board

- (1) The Principal shall appoint a Secretary to the Academic Board.

9. Appointment and Promotion of Staff

- (1) Each member of staff shall serve under a contract of employment with the Corporation;
- (2) Upon the occurrence of a vacancy or expected vacancy for the post of Principal the post shall be advertised nationally.

10. Conduct of Staff

- (1) After consultation with the staff, the Board of Governors shall make rules relating to the conduct of the staff.
- (2) Academic Freedom

In making rules under Article 10(1), the Board of Governors 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.

11. Suspension and Dismissal of Staff

Suspension

- (1) The Chairman of the Board of Governors or in the absence of the Chairman, the Deputy Chairman, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chairman or Deputy Chairman shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.

- (2) The Principal may suspend from duty, with pay, any member of the staff other than the holder of a senior post for misconduct or other good and urgent cause.
- (3) Anyone who is suspended from duty under Articles 11 (1) or 11 (2) shall be entitled to receive from the Principal, or in the case of the holders of senior posts, from the Chairman or Deputy Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- (4) Procedures for the suspension of staff under Articles 11 (1) or 11 (2) shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:
 - a) any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Article 11 (5) or of a notification from the Principal under Article 11
 - b) any appeal made under 11 (4)(a) shall be considered as soon as is practicable; and
 - c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

(i) Holders of Senior Posts Including the Principal and the Clerk

- (5) If the Chairman of the Board of Governors, or in his absence the Deputy Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chairman, Deputy Chairman or the Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal and to make a report to the Board of Governors.
- (6) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he may be accompanied and represented by a friend.
- (7) The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any

considerations, which the committee considers should be taken into account in the Board of Governors' consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board of Governors.

- (8) The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors, including oral representations for which purpose he may be accompanied and represented by a friend.
- (9) The Special Committee shall consist of five members of the Board of Governors. The Chairman of the Board of Governors, The Deputy Chairman and the Principal shall not be eligible for membership of the Special Committee.
- (10) The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Article 11 (i)(5) -11 (i)(9).

(ii) Other Members of Staff

- (11) The Principal may dismiss any members of the staff other than the holder of a senior post and if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- (12) Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 11 (ii)(11) do not prevail he shall notify the members of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Principal (including oral representations, for which purpose the staff member may be accompanied and represented by a friend) before any decision to dismiss by the Principal is taken.
- (13) Where a staff member has been dismissed pursuant to Article 11 (ii)(11) or a decision to dismiss has been taken pursuant to Article 11 (ii)(12) that staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
- (14) Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include rights of representation.

Notes on Article 11

- a) The Principal may delegate his powers of suspension or dismissal to another member of staff. In such cases the Principal remains responsible, with the Board of Governors, for ensuring that the relevant rules are observed.
- b) The effect of Article 7(18)(a) is that staff and student governors, as well as the persons excluded by Article 11 (9), will not be eligible for membership of the Special Committee. Where fewer than ten governors are eligible for the Special Committee its membership may be lower than five.

12. Grievance Procedures

- (1) After consultation with the staff the Board of Governors shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

13. Students

- (1) A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.
- (2) The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- (3) In exercise of their responsibilities under Article 3(3)(a), the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.
- (4) In exercise of his responsibilities under Article 3(2)(f), the Principal, after consultation with the Board of Governors, Academic Board and representatives of the students shall be responsible for implementing the procedures for the expulsion of a student for unsatisfactory academic performance or progress.
- (5) The Board of Governors, after consultation with the Academic Board and representatives of the students, shall determine procedures to enable students to have the opportunity to raise matters of proper concern to them within the Committee structure and disciplinary process of the University.

14. Financial Matters

(1) Fees

The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funding Council).

(2) Accounts, Estimates and Audit

The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.

(3) Annual estimates of income and expenditure shall be prepared by the Principal for the consideration and approval of the Board of Governors.

15. Rules and Bye-laws

(1) The Board of Governors shall have power to make rules and byelaws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and byelaws shall be subject to the provisions of these Articles.

16. Copies of Articles, Rules and Bye-Laws

(1) A copy of these Articles, and any rules or bye-laws, shall be given to every governor and shall be available for inspection upon request to every member of staff and every student.

17. Amendment of Articles

(1) These Articles may be amended or replaced by a resolution of the Corporation either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with section 125 of the Act.

18. Date of Articles

(1) These Articles shall come into operation on 11 March 1996.