

Company No: 6305220

The Companies Act 2006

Company limited by guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
incorporating
INSTRUMENT AND ARTICLES OF GOVERNMENT
of
LEEDS TRINITY UNIVERSITY

1. MODEL ARTICLES, NAME AND REGISTERED OFFICE

- 1.1 The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (SI 2007/2826) and the model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008) in force at the time of adoption of these Articles shall not apply to the Company and these Articles shall be the regulations of the Company.
- 1.2 The name of the Company (hereinafter called "**Leeds Trinity**") is Leeds Trinity University.
- 1.3 The Registered office of Leeds Trinity will be situate in England.

2. INTERPRETATION

- 2.1 In these Articles, unless the context otherwise requires:

"the Act"	the Companies Act 2006, including any statutory modification or reenactment thereof for the time being in force
"the appointing authority"	the Board of Governors unless otherwise specified
"these Articles"	these Articles of Association or such other articles of association of Leeds Trinity from time to time in

force

“the Auditors”	the Auditors (both internal and external) of Leeds Trinity
“the Bishop”	the person for the time being recognised by the legitimate authorities of the Roman Catholic Church as holding the office of Roman Catholic Archbishop or Bishop of the Roman Catholic Diocese in which Leeds Trinity is for the time being situated and during any vacancy in such See means the diocesan administrator or other persons who according to the regulations and practice of the Roman Catholic Church is or are for the time being entitled to exercise ecclesiastical jurisdiction as Ordinary over Roman Catholics living in the said Diocese
“the Board of Governors” or “the Board”	the Board of Directors of Leeds Trinity comprised of the Governors as a body or a quorum at a meeting of the Board of Governors as provided by these Articles
“the Chair”	the Chair to the Board of Governors appointed in accordance with Article 11
“the Charity”	the former Charity comprised in the Trust Deed
“the Clerk”	the Clerk to the Board of Governors appointed in accordance with Article 16
“the Congregation”	the religious congregation of the Sisters of the Cross and Passion or its successor congregation from time to time
“the Education Acts”	the Education Acts 1944 to 1996, the Education Reform Act 1988, the Further and Higher Education Act 1992, the Teaching and Higher Education Act 1998 and the Higher Education Act 2004 and all subsequent education acts relating to higher education institutions, including any statutory modification or re-enactment thereof for the time being in force
“Governor”	a person duly appointed as a Governor of Leeds Trinity as provided by these Articles, being a director of Leeds Trinity
“Independent Governors”	the Governors appointed under Article 9.1.3
“Leeds Trinity”	Leeds Trinity University being a company limited by guarantee and not having a share capital
“Member”	a member of Leeds Trinity as set out at Article 12.1

"Memorandum"	the Memorandum of Association of Leeds Trinity from time to time
"Month"	calendar month
"the Objects"	the charitable objects of Leeds Trinity as set out in Article 3
"the Registers"	the Registers of Members and Directors of Leeds Trinity
"Regulations"	regulations, procedures, standing orders and ordinances made from time to time by the Board of Governors pursuant to the powers in that behalf conferred upon it by these Articles
"the Secretary"	the person appointed under these Articles as company secretary of Leeds Trinity who shall act as the company secretary to Leeds Trinity within the meaning of and for the purposes of the Act and as the Clerk to the Board as provided by these Articles
"the Secretary of State"	the Secretary of State for Business, Innovation, and Skills or such other Minister of the Crown upon whom may devolve the present functions, duties and responsibilities of the Secretary of State insofar as they relate to the educational facilities from time to time provided by Leeds Trinity
"Senior Posts" or "Senior Postholders"	the post of Vice-Chancellor and such other senior posts of Leeds Trinity as the Board of Governors shall from time to time determine
"the Service"	the Catholic Education Service for England and Wales or any other body for the time being nominated by the Bishops' Conference of England and Wales as their education agency
"the Staff"	all persons employed by Leeds Trinity
"Staff Governors"	the Governors appointed under Article 9.1.2.1
"Student" or "Students"	a person or persons enrolled on a course of study at Leeds Trinity or a sabbatical officer of the Students' Union
"Student Governor"	the Governor appointed under Article 9.1.2.3
"Superior General"	the Superior General for the time being of the Congregation
"Trust Deed"	the Trust Deed made on 16 March 1965 by the Most Reverend George Andrew Beck (1), the Right Reverend George Patrick Dwyer (2), Brigid Josephine Shiels (3) and Margaret Duffey (4) declaring a trust for the purposes of a Roman

Catholic Training College for teachers

“the United Kingdom”

Great Britain and Northern Ireland

“Vice-Chancellor”

the Vice-Chancellor of Leeds Trinity as appointed in **Article 14**

“in writing”

includes printing, lithography, typewriting, photography, facsimile, electronic communication (as defined in the Electronic Communications Act 2000 and to the extent lawful and valid) and other modes of representing or reproducing words in permanent visible form

“year”

calendar year.

- 2.2 Words importing the singular number only shall include the plural, and vice versa.
- 2.3 Words importing the masculine gender only shall include the feminine gender.
- 2.4 Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Act shall bear the same meanings in these Articles.
- 2.5 Any reference herein to the provisions of any act shall extend to and include any amendment or reenactment of or substitution for the same effected by any subsequent act or statutory instrument.
- 2.6 **These Articles** shall constitute the Instrument of Government and the Articles of Government as required under the Education Reform Act 1998.

3. **OBJECTS**

The objects of Leeds Trinity shall be the establishment, conduct and development of a Roman Catholic institution for the advancement of education for the benefit of the public (**“the Objects”**).

4. **POWERS**

In furtherance of the above Objects Leeds Trinity shall have powers to undertake all activities within the law in pursuit of the Objects. These powers shall include without limitation:

- 4.1 the provision of facilities for learning and the assessment of student performance;
- 4.2 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
- 4.3 acquiring, merging with or entering into any partnership or joint venture with an other body in furtherance of the objects of the University.

Income, Liability of Members and Winding Up

5.

5.1 The income and property of Leeds Trinity shall be applied solely towards the promotion of the Objects of Leeds Trinity and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of Leeds Trinity and (subject as aforesaid) no Governor shall be appointed to any paid office of Leeds Trinity otherwise than as an employee and (unless approval of Charity Commission is first obtained) no remuneration or other benefit in money or money's worth shall be given by Leeds Trinity to any Governor.

5.2 The provisions in **Article 5.1** shall nevertheless be subject to the following exceptions: -

5.2.1 Persons duly appointed as Governors may be reimbursed any out-of-pocket expenses incurred by them in connection with their attendance to any matter affecting Leeds Trinity and may benefit from insurance policies effected in relation to the Objects of Leeds Trinity but so that such insurance shall not extend to any matters not allowed by law.

5.2.2 Governors and Members of Leeds Trinity may consider and vote upon proposals for Leeds Trinity to insure the Governors and Members of Leeds Trinity against liabilities incurred by them arising out of their office and Leeds Trinity obtaining such insurance and paying the premiums;

5.2.3 Governors and Members of Leeds Trinity may be paid interest on money lent to Leeds Trinity at a reasonable rate per annum not exceeding 2 per cent less than the published base lending rate of the National Westminster Bank plc;

5.2.4 Governors and Members of Leeds Trinity may be paid a reasonable and proper rent for premises leased or let by them to Leeds Trinity;

5.2.5 The Vice-Chancellor (who is also the Chief Executive), members of staff and examiners of Leeds Trinity who are Governors may be paid all remuneration, fees and royalties to which they would be entitled if they were not Governors provided always that no such person shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to the conditions of service of any such officer or servant of Leeds Trinity;

5.2.6 Payment may be made by Leeds Trinity to any company entitled thereto notwithstanding that a Governor or Member of Leeds Trinity may hold not more than one-hundredth part of the capital of such company with a maximum value of £20,000 and such Governor or Member shall not be made to account for any share of the profits he may receive in respect of such payment PROVIDED in each case that no Governor shall be entitled to vote upon any resolution providing for or relating to his conditions of service as a member of the staff or examiner or any salary or fee or royalties payable to him.

5.2.7 A Member of Leeds Trinity who is also a Governor:

- 5.2.7.1 may enter into contracts with Leeds Trinity and receive reasonable payments for goods and services supplied;
 - 5.2.7.2 and who is an individual and a beneficiary may receive charitable benefits in that capacity.
- 5.3 Leeds Trinity and its Governors may only rely upon the authority provided by **Article 5.2** if each of the following conditions is satisfied:
 - 5.3.1 the remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances;
 - 5.3.2 the Governor is absent from the part of any meeting (unless expressly invited to remain in order to provide information) at which there is discussion of:
 - 5.3.2.1 his employment or remuneration, or any matter concerning the contract; or
 - 5.3.2.2 his performance in the employment, or his performance of the contract; or
 - 5.3.2.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under **Article 5.2**; or
 - 5.3.2.4 any other matter relating to a payment or the conferring of any benefit permitted by **Article 5.2**;
 - 5.3.3 the Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting;
 - 5.3.4 the other Governors are satisfied that it is in the interests of Leeds Trinity to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest);
 - 5.3.5 the reason for their decision is recorded by the Governors in the minute book;
 - 5.3.6 a majority of the Governors then in office have received no such payments.
- 6. The liability of the Members is limited.
- 7. Every Member of Leeds Trinity undertakes to contribute to the assets of Leeds Trinity in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of Leeds Trinity contracted before he 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 £1.00 (one pound).

- 7.1 The Members may by special resolution of all the Members discontinue Leeds Trinity provided that such discontinuance shall not take place except at the end of an academic year.
- 7.2 In the event of the discontinuance of Leeds Trinity the following provisions of this clause shall take effect:
- 7.2.1 the Members shall be responsible for the winding up of the affairs of Leeds Trinity (including in particular the termination of contracts of employment of and all necessary consequential payments to persons employed for the purposes of Leeds Trinity) and for settling all liabilities lawfully incurred by the Governors and the Members shall to the extent that funds available from other sources are insufficient for the purpose provide the Governors with any necessary funds out of the property of Leeds Trinity;
- 7.2.2 if upon the winding up or dissolution of Leeds Trinity 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 Leeds Trinity but shall be applied as follows:
- 7.2.2.1 Any sums legally recoverable by the Higher Education Funding Council for England ("HEFCE") or the Secretary of State under the Financial Memorandum between Leeds Trinity and HEFCE or otherwise shall be paid;
- 7.2.2.2 An amount equivalent to a fair assessment of the current value of the financial contributions by each of the Service and the Congregation under the Trust Deed towards the purchase of the premises shall be applied for charitable purposes determined by the trustees of the Service and the Congregation respectively (unless such application has already been made); and
- 7.2.2.3 Subject to **clauses 7.2.2.1** and **7.2.2.2** any remaining assets must be applied in one or more of the following ways:
- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or charitable purposes within, the same as or similar to the Objects; or
- (c) in such other manner consistent with charitable status as the Charity Commission approves in writing in advance.

8. CONDUCT OF LEEDS TRINITY

Leeds Trinity shall be conducted in accordance with the provisions of the Act and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State or by the Privy Council, these Articles and any Regulations made under these Articles and the values of the Roman Catholic Church. Subject to the foregoing, the affairs of Leeds Trinity shall be conducted by the Board of Governors who may exercise all such powers of Leeds Trinity as are not

by the Act or by these Articles required to be exercised by Leeds Trinity in General Meeting.

9. **BOARD OF GOVERNORS**

The Board of Governors shall from time to time make Regulations for the nomination, election, appointment and reappointment of the Board of Governors.

9.1 Subject to the following sub-paragraphs of this **Article 9** the Board of Governors shall consist of not more than 22 persons as follows:

9.1.1 Three ex officio Governors:

9.1.1.1 the Bishop.

9.1.1.2 the Superior General; and

9.1.1.3 the Vice-Chancellor.

9.1.2 Three Governors to be appointed by the Board of Governors as follows:

9.1.2.1 two members of Staff, appointed in accordance with Regulations;

9.1.2.2 one Student, appointed in accordance with Regulations;

9.1.3 Not more than sixteen Independent Governors appointed by the Board of Governors in accordance with Regulations agreed by the Board, who shall not be Staff or Students of Leeds Trinity.

9.1.4 The Superior General may appoint such other member of the General Council of the Congregation, or such other person, as she may think fit to be a Governor in her place.

9.2 In relation to the appointment of Independent Governors under **Article 9.1.3**:

9.2.1 up to five Governors shall be nominated by the Service;

9.2.2 up to five Governors shall be nominated by the Congregation; and

9.2.3 the Board of Governors shall ensure that a majority of the Independent Governors shall have experience of, and have shown capacity in, industrial, commercial, educational, voluntary or employment matters, the practice of any profession or any other area deemed by the Board of Governors to be relevant to the furtherance of the Objects.

9.3 The Board of Governors shall develop and keep under review publicly available Regulations specifying the criteria to be applied by the Board of Governors in considering appointments to the Board under **Article 10.5**. The policy must take into account best practice in governance, promote equality and shall include a requirement to appoint Governors with skills and abilities appropriate to the needs of Leeds Trinity and who show a commitment to the work of Catholic higher education.

10.

TENURE OF OFFICE OF GOVERNORS

- 10.1 Governors, except for the Student Governor, the Vice-Chancellor, the Bishop and the Superior General or her appointee under **Article 9.1.4** shall hold office for an initial fixed term of three years which period shall include any period of office as Governor in the Charity.
- 10.2 The Student Governor shall normally hold office for a period of 12 months.
- 10.3 The person holding the office of Vice-Chancellor shall remain a Governor so long as such person shall hold the office of Vice-Chancellor.
- 10.4 All Governors shall, except for the Student Governor, the Vice-Chancellor, the Bishop and the Superior General or her appointee under **Article 9.1.4** be eligible for re-appointment on completion of his/her period of office for a further period of three years, up to a normal maximum of nine years subject to that person continuing to satisfy the conditions for eligibility for appointment as provided in these Articles.
- 10.5 In relation to the appointment of Governors, the Board of Governors shall be the appointing authority.
- 10.6 No person shall be eligible for appointment as a Governor if, on the date of the appointment taking effect, the person in question is under the age of 18.
- 10.7 A Governor shall, ipso facto, cease to be a Governor if he:
 - 10.7.1 resigns his office as Governor by notice in writing to the Clerk, such resignation being effective from the date of receipt of the notice or date of resignation specified therein whichever shall be the later;
 - 10.7.2 becomes a patient as defined in the Mental Health Act 1983;
 - 10.7.3 becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 10.7.4 holds office as a Governor subject to satisfying certain conditions for eligibility for such appointment and ceases to satisfy such conditions (including without limitation any conditions as contained in **Article 9.1**);
 - 10.7.5 is a Student Governor or a Staff Governor and ceases before the end of his period of office, to be a member of Staff or Student of Leeds Trinity, as the case may be;
 - 10.7.6 absents himself from attendance at meetings of the Board of Governors continuously for a period of six months without due reason, and the Board of Governors passes a resolution that he has by reason of such absence vacated office;
 - 10.7.7 is unable or unfit to discharge the functions of a Governor, and the Board of Governors passes a resolution that he is, by reason of being unable or unfit to discharge the functions of a Governor, removed from office;

10.7.8 is the subject of any disqualification order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from acting as director or trustee of a charity; or

10.7.9 is removed from office by resolution duly passed pursuant to Section 168 of the Act.

11. CHAIR AND VICE-CHAIR OF THE BOARD OF GOVERNORS

11.1 Subject to **clause 11.2**, the Bishop shall be the ex officio Chair of the Board of Governors.

11.2 If the Bishop so decides he may, with the approval of the Board of Governors, appoint, for such period as he shall determine, one of the Governors to act as Chair.

11.3 The Board shall appoint one of their number to be the Vice-Chair of the Board of Governors.

11.4 If both the Chair and Vice-Chair are absent or unable or unwilling to preside at a meeting of the Board, the directors present may appoint one of their number to chair the meeting in accordance with Regulations.

12. REGISTERS OF MEMBERS AND DIRECTORS

12.1 The Members shall be all the Governors from time to time.

12.2 The Directors shall be all the Governors from time to time.

12.3 No person shall hold office as, or act as, a Governor until that person has agreed in writing to become a Member of Leeds Trinity.

12.4 A Governor's name shall be removed from the Registers upon his ceasing to be a Governor for whatever reason.

13. POWERS AND DUTIES OF THE BOARD OF GOVERNORS

13.1 Subject to **Article 8**, the Board of Governors has the entire control and management of Leeds Trinity.

13.2 Without prejudice to **Articles 8** and **13.1** the Board of Governors shall be responsible, inter alia, for the following:

13.2.1 the determination of the educational and Roman Catholic character and objectives of Leeds Trinity and for the supervision of its activities;

13.2.2 the effective and efficient use of resources, the solvency of Leeds Trinity and for safeguarding its assets;

13.2.3 approving development plans and formulating policy;

13.2.4 approving annual estimates of income and expenditure;

13.2.5 the determination of the Senior Posts save that the Vice-Chancellor shall always be a Senior Postholder;

- 13.2.6 the appointment, appraisal, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the holders of Senior Posts and the Clerk (including where the Clerk is, or is to be appointed as, a member of Staff, his appointment, appraisal, suspension and dismissal and determination of pay in his capacity as a member of Staff);
 - 13.2.7 the determination of the policy for pay and general conditions of employment of the Staff who are not Senior Postholders; and
 - 13.2.8 the appointment of Auditors.
- 13.3 The Board of Governors shall establish a committee or committees with terms of reference provided by Regulations to determine or advise on such matters as the Board of Governors may remit to them. The membership of such committee or committees shall consist of such Governors and others as the Board of Governors shall determine.
- 13.4 Subject to **clause 13.5**, the Board of Governors may, subject to these Articles and the Regulations, delegate to any committee of the Board of Governors or the Chair or Vice-Chair of that committee, the Academic Board established in accordance with **Article 15**, the Chair or Vice-Chair of the Board of Governors or to the Vice-Chancellor, on such terms and conditions as it shall from time to time think fit, the exercise of all or any of the powers and duties conferred upon it by these Articles.
- 13.5 The Board of Governors shall not delegate any matter relating to:
- 13.5.1 the determination of the educational and Roman Catholic character and Objects of Leeds Trinity;
 - 13.5.2 the approval of the annual estimates of income and expenditure of Leeds Trinity;
 - 13.5.3 ensuring the solvency of Leeds Trinity and ensuring the safeguarding of its assets; this shall include the recommendation of the annual accounts to Leeds Trinity in General Meeting and all matters referred to in **Article 30.2**;
 - 13.5.4 the recommendation to Leeds Trinity in General Meeting for the approval, revoking, amendment or variation of these Articles or any of them;
 - 13.5.5 the approval, revoking, amendment or variation of the Regulations or any of them;
 - 13.5.6 the appointment or, save as provided in **Article 25.5**, the dismissal of Senior Postholders including the Vice-Chancellor;
 - 13.5.7 the termination of the membership of any Governor; or
 - 13.5.8 any act or thing which under or by virtue of any provision of the Act is required to be done by the Vice-Chancellor or the Board of Governors.
- 13.6 The Board of Governors shall not delegate to any person who is not a Governor or to any body or committee that does not consist of a majority of Governors:

- 13.6.1 the appraisal, discipline or suspension of the Vice-Chancellor; or
- 13.6.2 the authorisation of expenditure of any moneys or the disposal of any assets of Leeds Trinity except within such limits as the Board of Governors deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.

14. **VICE-CHANCELLOR**

- 14.1 The Board of Governors shall appoint a Chief Executive of Leeds Trinity, upon such terms and conditions of employment as it shall think fit, who shall be called a Vice-Chancellor or such other designation as the Board of Governors shall think fit.
- 14.2 Upon the occurrence of a vacancy or expected vacancy in the office of the Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally. The Board of Governors may make such Regulations relating to the appointment process as it determines from time to time.
- 14.3 In the event of a vacancy in the office of Vice-Chancellor or the absence of the Vice-Chancellor by reason of illness or otherwise, the Board of Governors may appoint, on such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an Acting Vice-Chancellor.
- 14.4 The Board of Governors may make Regulations relating to the duties and responsibilities of the Vice-Chancellor as it determines from time to time.
- 14.5 Without prejudice to any terms or conditions attached to the appointment of the Vice-Chancellor from time to time pursuant to this **Article 14** and to any other duties and responsibilities of the Vice-Chancellor, the Vice-Chancellor shall be responsible for such duties and responsibilities of the Board of Governors set out in Regulations from time to time.
- 14.6 The Vice-Chancellor may delegate the exercise of any or all of the powers or duties listed in the Regulations or delegated to him under **Article 13.4** except where these Articles, or the Regulations, specifically prohibit such delegation. The Vice-Chancellor may delegate the power to dismiss Staff other than Senior Postholders in accordance with the Regulations.

15. **ACADEMIC BOARD**

- 15.1 The Board of Governors shall establish an Academic Board comprising the Vice-Chancellor and such of the Staff and Students as are determined by Regulations. The Vice-Chancellor shall chair the Academic Board and may appoint a Vice-Chair from among its members to take the Chair in his absence or incapacity. The period of appointment of members and the selection or election arrangements shall be subject to Regulations.
- 15.2 Subject to the provisions of these Articles and to the overall responsibilities of the Board of Governors and the Vice-Chancellor, the Academic Board shall have powers and responsibilities set out in Regulations from time to time.
- 15.3 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 Vice-Chancellor and is reported to the 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.

16. **THE SECRETARY AND CLERK**

16.1 The Board of Governors shall appoint the Secretary and may suspend or remove such person from that appointment in accordance with procedures as set out in **Articles 24 and 25**. If required, the Board of Governors may from time to time appoint an assistant Secretary or Secretaries to act in the absence of the Secretary and may suspend or remove such person or persons from that appointment in accordance with procedures at **Article 25**.

16.2 The Secretary shall act as Clerk to the Board of Governors. The Clerk shall have such responsibilities as are determined by the Board of Governors from time to time. The Board of Governors shall be responsible for ensuring that, if the person appointed has managerial responsibilities in Leeds Trinity, there is an appropriate separation in the lines of accountability. In carrying out his role as secretary to the Board of Governors, the Clerk should be solely responsible to the Board of Governors and should report directly to the Chair of the Board of Governors in respect of the conduct of the business of the Board of Governors.

16.3 A Provision of the Act or the Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the Secretary.

17. **PROCEEDINGS OF THE BOARD OF GOVERNORS**

17.1 The quorum for meetings of the Board of Governors shall be eleven Governors the majority of those present being neither members of Staff nor Students of Leeds Trinity. No business shall be transacted at any meeting of the Board of Governors unless a quorum is present save that notwithstanding that no quorum is present the Governors may elect a Chair to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.

17.2 If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled. If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned.

17.3 Proceedings of the Board of Governors shall be as determined by the Board of Governors by Regulations from time to time.

18. **GENERAL MEETINGS**

18.1 Save if Leeds Trinity has passed the appropriate elective resolution, Leeds Trinity shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of Leeds Trinity and that of the next. The annual general meeting shall be held at such time and place in the United Kingdom as the Board of Governors shall determine.

18.2 The Board of Governors or the Chair may, whenever they think fit, convene a general meeting at any time. A general meeting shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 303 of the Act.

19. **NOTICE OF GENERAL MEETINGS**

19.1 A General Meeting shall be called by at least 14 days' notice in writing and shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be given to all Members, Governors and Auditors.

19.2 A general meeting may also be called by shorter notice if it is so agreed in accordance with section 307 of the Act.

19.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

20. **PROCEEDINGS AT GENERAL MEETINGS**

Proceedings at general meeting shall be as determined by the Board of Governors in Regulations from time to time.

21. **SERVICE AND CONGREGATION INTERESTS**

21.1 The Members of Leeds Trinity may not amend or remove the following clauses of the Articles without the unanimous approval of all Members:

21.1.1 **Article 3** (save that the consent of the Service and the Congregation shall only be required to the extent that the proposed amendment or removal relates to the Catholic nature of Leeds Trinity);

21.1.2 **Clause 7.2.2.2** of the Articles;

21.1.3 **Clause 21.1** of the Articles; and

21.1.4 **Clause 28** of the Articles.

22. **INTERESTS OF GOVERNORS**

22.1 A Governor shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which he shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of members of the Board of Governors against liabilities are being discussed. If necessary, the Chair or in his absence the Vice-Chair shall determine whether or not there is a conflict of interest for any Governor at a particular time. In the case that the Chair or Vice-Chair's interests are to be considered and the other one of them is absent, a Chair or Vice-Chair of a Committee of the Board of Governors shall determine the matter.

22.2 The Board of Governors shall make Regulations relating to conflict of interest as it determines from time to time.

22.3 There shall be a Register of Governors' interests maintained by the Clerk. The Board of Governors shall make Regulations for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Governor, Staff, Student or any member of the public.

23.

CHANCELLOR

- 23.1 The Chancellor of Leeds Trinity shall be appointed by the Board of Governors from time to time.
- 23.2 The Board of Governors may make Regulations relating to the duties and responsibilities of the Chancellor as it determines from time to time.

24. THE APPOINTMENT AND PROMOTION OF STAFF

All Staff shall serve under a contract of employment with Leeds Trinity.

25. SUSPENSION, DISCIPLINE, DISMISSAL AND GRIEVANCES OF STAFF

Suspension

- 25.1 The Chair or in the absence of the Chair, the Vice-Chair, may suspend a Senior Postholder from duty, with pay, for alleged misconduct or other good and urgent cause.
- 25.2 The Vice-Chancellor may suspend from duty, with pay, any member of Staff other than a Senior Postholder for alleged misconduct or other good and urgent cause.
- 25.3 The powers of suspension contained in **Articles 25.1** and **25.2** shall be exercised in accordance with Regulations made by the Board of Governors under **Article 25.14**.

Discipline and Dismissal

Senior Postholders

- 25.4 The Chair, or in the absence of the Chair, the Vice-Chair, may discipline a Senior Postholder in appropriate circumstances.
- 25.5 The Chair, or in the absence of the Chair, the Vice-Chair, may dismiss a Senior Postholder with immediate effect with or without notice if the circumstances are such that dismissal is justified by virtue of the conduct of the Senior Postholder.
- 25.6 If the Chair, or in the absence of the Chair, the Vice-Chair, or a majority of the members of the Board of Governors, consider it may be appropriate for the Senior Postholder to be dismissed in circumstances where **Article 25.4** does not apply, the Chair, the Vice-Chair 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 practicable to examine and determine the case for dismissal.
- 25.7 In any case where a Senior Postholder has been disciplined or dismissed pursuant to this **Article 25**, he may appeal to the Board of Governors against the decision to discipline or dismiss.
- 25.8 The powers of discipline and dismissal contained in **Articles 25.4, 25.5** and **25.6** shall be exercised in accordance with Regulations made by the Board of Governors under **Article 25.15**.

Other Members of Staff

- 25.9 The Vice-Chancellor may discipline any member of Staff other than a Senior Postholder.
- 25.10 The Vice-Chancellor may dismiss (including summarily in appropriate cases) any member of Staff other than a Senior Postholder either with or without notice, depending on the circumstances of the case.
- 25.11 Where a member of Staff has been disciplined or dismissed pursuant to **Articles 25.9** or **25.10** that member of Staff may appeal against the decision to discipline or dismiss, as the case may be, to the Board of Governors.
- 25.12 Where a member of Staff has been disciplined or dismissed by a person to whom the Vice-Chancellor has delegated his powers of discipline and/or dismissal that member of Staff may appeal against the decision to discipline or dismiss, as the case may be, to the Vice-Chancellor.
- 25.13 The powers of discipline and dismissal contained in **Articles 25.9, 25.10, 25.11** and **25.12** shall be exercised in accordance with Regulations made by the Board of Governors under **Article 25.15**.

25.14 **Grievances**

Staff including Senior Postholders may seek redress of any grievances relating to their employment in accordance with Regulations made by the Board of Governors under **Article 25.15**.

25.15 **Regulations**

The Board of Governors shall from time to time make Regulations specifying procedures to be followed in the exercise of the powers and duties contained in this **Article 18** and the exercise of the powers of delegation which may be exercised in connection with this **Article 25**.

25.16 **Academic Freedom**

In making rules under this **Article 25** 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 Leeds Trinity.

26. **STUDENTS' UNION**

- 26.1 The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors. No amendment to or revision of the constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.
- 26.2 The Students' Union shall present audited accounts annually to the Board of Governors within six months after the close of each accounting period. The Board of Governors shall take such steps as are reasonably practicable to secure that appropriate arrangements exist for, on behalf of the Board of Governors, the approval of the budget and monitoring of expenditure.
- 26.3 Further provisions relating to the Students' Union shall be as determined by the Board of Governors in Regulations from time to time.

27. **CONDUCT OF STUDENTS**

After consultation with the Academic Board and with representatives of the Students, the Board of Governors shall make Regulations governing the conduct of Students, including provision for the discipline of Students on the grounds of misconduct and for suspension and expulsion.

28. **RELIGIOUS WORSHIP AND INSTRUCTION**

28.1 There shall be religious worship and instructions in Leeds Trinity which is in accordance with the doctrines, rites and practices of the Roman Catholic Church. Due regard shall be given to the needs of members of other Christian denominations and other faiths.

28.2 The course of religious instruction provided in Leeds Trinity shall be such as, in the opinion of the Board of Governors, is adequate and suitable.

28.3 The Bishop shall decide whether any religious worship or instruction in Leeds Trinity which purports to be in accordance with the doctrines, rites and practices of the Roman Catholic Church does or does not accord with those doctrines, rites and practices.

29. **PROVISION OF INFORMATION**

A copy of these Articles and of the Memorandum of Association and of the Regulations shall be given to every Governor and shall be available for inspection upon request to every member of the Staff and every Student or prospective Student or member of the public.

30. **ACCOUNTS AND FINANCIAL PROCEDURES**

30.1 Matters relating to Accounts and financial procedures shall be determined by the Board of Directors in Regulations from time to time.

30.2 The Board of Governors shall from time to time in accordance with the Act, and as otherwise required by these Articles or the Regulations, cause to be prepared and to be laid before Leeds Trinity in general meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in the Act, these Articles or the Regulations.

31. **AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the Act, these Articles and the Regulations.

32. **ATTORNEYS**

The Board of Governors may, by power of attorney or otherwise, appoint any person to be the agent or attorney of Leeds Trinity upon such terms (including terms as to remuneration) as it may decide. The Board of Governors may remove any person appointed under this Article and may revoke or vary the appointment save that no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

33. **THE SEAL**

- 33.1 The Clerk shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Governors or of a committee authorised by the Board of Governors on its behalf, and every instrument to which the Seal shall be affixed shall be signed by the Chair or some other member authorised generally or specifically by the Board of Governors for that purpose and shall be countersigned by a second Governor.
- 33.2 Every document purporting to be an instrument made or issued by or on behalf of the Board of Governors and to be duly executed under the seal of Leeds Trinity, or to be signed or executed by a person authorised by the Board of Governors to act in that behalf shall be received in evidence and be treated, without further proof, as being made or issued unless the contrary is shown.

34. **REGULATIONS**

- 34.1 The Board of Governors shall have power to make Regulations concerning such matters as under the Articles are to be provided for by Regulations and concerning such other matters with regard to the government and conduct of Leeds Trinity as it shall think fit.
- 34.2 Provided that:
- 34.2.1 no Regulation shall have effect if and to the extent that it is inconsistent with the Memorandum or Articles of Association of Leeds Trinity; or
- 34.2.2 no Regulations concerning the matters in **Article 27** shall be made until the Academic Board has been given an opportunity to consider and report to the Board of Governors thereon and until any reports made by the Academic Board in response to that opportunity have been considered by the Board of Governors.
- 34.3 Save as provided in **paragraph 34.1** of this Article, every Regulation made by the Board of Governors shall have effect as if the same was contained in these Articles save that they may at any time or times be revoked or varied by the Board of Governors in like manner as they may be made.

35. **AMENDMENT OF ARTICLES**

Subject to the provisions of the Act and any approval of the Charity Commission which is required by law, these Articles may be amended or replaced by a special resolution of Leeds Trinity with the approval of the Privy Council or as required by the Privy Council.