

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

THE UNIVERSITY OF WESTMINSTER

Incorporated on 22 April 1970

**(Adopted by special resolution on 2
October 2024)**

1 CONDUCT OF THE UNIVERSITY

- 1.1 The University shall be conducted in accordance with the provisions of the Act and the Education Acts, any relevant regulations, orders or directions made by the Regulator, and subject thereto, in accordance with the provisions of these Articles and any Rules made under these Articles.

2 OBJECTS

- 2.1 The objects of the University (the "**Objects**") shall be the advancement of education in the United Kingdom for public benefit including without limitation:-
- 2.1.1 to establish carry on and conduct a university;
 - 2.1.2 to advance learning and knowledge in all their aspects and to provide industrial, commercial, professional and scientific education and training;
 - 2.1.3 to provide opportunities for learning and courses of education or technical study both full time and part time for students at all levels of and in all branches of education;

- 2.1.4 to provide opportunities and facilities for research of any kind including the publication of results, papers, reports, treatises, theses or other material in connection with or arising out of such research; and
- 2.1.5 to provide for the recreational, social and well-being needs of students of the University.

3 POWERS

- 3.1 The University has power to do anything to further its Objects or is conducive or incidental to doing so. In particular, the University has power:
 - 3.1.1 to award degrees and other awards and to withdraw such degrees or awards;
 - 3.1.2 to carry out research and to prepare, publish, distribute, commercialise, or assist in the publication of such research;
 - 3.1.3 to make Rules and regulations for the conduct of Colleagues and Students;
 - 3.1.4 to acquire, own, maintain, manage and dispose of land and other property;
 - 3.1.5 to solicit, receive and administer fees, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whether land or personal property;
 - 3.1.6 to act as trustee for and in relation to endowments, legacies and gifts;
 - 3.1.7 to invest any monies in the hands of the University and available for investment;
 - 3.1.8 to establish or acquire Subsidiary companies;
 - 3.1.9 so far as permitted by charity law, to give guarantees;
 - 3.1.10 so far as permitted by charity law, to borrow and raise money and give security for loans; and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers;
 - 3.1.11 so far as permitted by charity law, to make loans of money to a Subsidiary company or any other person or company (on either a secured or unsecured basis);

- 3.1.12 to take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the University, and to raise money in such other manner as the University may determine;
- 3.1.13 to co-operate with other institutions and individuals and to award joint degrees or other awards or credits;
- 3.1.14 to establish subsidiary undertakings and trusts, including but not limited to trading subsidiaries, and to enter into joint ventures and partnerships; to subscribe, underwrite, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies;
- 3.1.15 to affiliate or incorporate into the University any other institution and to take over its property, rights, liabilities and staff;
- 3.1.16 to transfer the assets and liabilities of the University to another institution with objects, the same as or similar to the objects of the University; and
- 3.1.17 to enter into engagements and to accept obligations and liabilities in all respects without any restrictions whatsoever and in the same manner as an individual may manage his or her own affairs.

4 THE COURT OF GOVERNORS

- 4.1 Subject to the Acts and these Articles, the affairs of the University shall be conducted by the Court of Governors which may exercise all powers of the University and shall be responsible for:-
 - 4.1.1 the determination of the educational character and mission of the University and for oversight of its activities;
 - 4.1.2 upholding the Regulator's public interest governance principles and complying with its conditions of registration and any other requirements of the Regulator and other regulators of the University, providing such requirements are in accordance with legislation;
 - 4.1.3 the effective and efficient use of resources, the financial sustainability and solvency of the University and for safeguarding its assets;

- 4.1.4 approving the annual budget and financial forecast and the annual statement of income and expenditure;
- 4.1.5 the appointment, assignment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and the Holders of Senior Posts as may be decided by the Court of Governors in accordance with the Procedures laid down by the Court of Governors;
- 4.1.6 setting procedures for the pay and conditions of service of all other Colleagues;
- 4.1.7 the appointment of Auditors.

5 MEMBERSHIP OF THE COURT OF GOVERNORS

- 5.1 The Court of Governors shall from time to time make Rules for the nomination, appointment, and reappointment of the Governors, and for the nomination, appointment and reappointment of the Chair and Deputy-Chair/s, who shall all be appointed from amongst the Independent Governors.
- 5.2 Subject to the following sub-paragraph of this Article 5, the Court of Governors shall consist of a minimum of 13 and a maximum of 19 persons as follows:-
 - 5.2.1 Ex officio Governor:
 - (i) The Vice-Chancellor and President, who shall remain Governor as long as they hold the office of Vice-Chancellor and President, unless they choose not to be a Governor;
 - 5.2.2 Independent Governors:
 - (i) a minimum of seven Independent Governors;
 - 5.2.3 Internal Governors:
 - (i) Up to six Internal Governors, comprising:
 - (A) One Deputy Vice-Chancellor or Pro Vice-Chancellor nominated by the Vice Chancellor and President;

- (B) Up to two members nominated by Colleagues;
- (C) Up to one member nominated by the Academic Council; and
- (D) Up to two members nominated by the Students' Union.

- 5.3 All Governors shall meet the “fit and proper” test for members of the governing body of a registered provider of higher education as required by the Regulator from time to time.
- 5.4 All Governor appointments shall be approved by the Court of Governors in accordance with the Rules, which shall ensure that a majority of the members of the Court of Governors are Independent Governors.
- 5.5 In appointing the Governors, the Court of Governors shall seek to ensure that the Court of Governors has a balanced skill set with appropriate diversity that is appropriate to the nature, scale and complexity of the University.

6 TENURE OF OFFICE OF GOVERNORS

- 6.1 Governors shall, subject to the other provisions of this Article 6, hold office for periods prescribed in Rules.
- 6.2 A member of the Governors may at any time by notice in writing to the Clerk to the Court of Governors resign their office, which will become vacant from the date of receipt of the notice or date of resignation specified in the notice, whichever shall be the later.
- 6.3 If at any time the Court of Governors is satisfied that any Governor:-
 - 6.3.1 has been absent for three consecutive meetings of the Court of Governors without the permission of the Court of Governors; or
 - 6.3.2 is unable or unfit to discharge the functions of a Governor and/or is not “fit and proper” to act in such capacity as determined by criteria set by the Regulator;
 - 6.3.3 is or has acting/ed in a way which is contrary to the Objects of the University or is against the interests of the University or brings the University in to disrepute or is found guilty of the commission of a criminal offence; or

6.3.4 is adjudicated bankrupt or has in any other way failed to meet the criteria set out in sections 178 and 179 Charities Act 1993 (or any statutory re-enactment or modification of those provisions) or who has failed to meet the requirements derived from general law (including any requirements under the Act);

the Court of Governors may by notice in writing to that Governor remove them from office and thereupon the office shall become vacant.

6.4 At such point as any Internal Governor ceases before the end of their period of office to be a Colleague or a Student, as the case may be, their office shall become vacant until the appointment of a successor.

7 PROCEEDINGS OF THE COURT OF GOVERNORS

7.1 The proceedings of the Court of Governors shall comply with Rules made by the Court of Governors from time to time.

7.2 The quorum for meetings of the Court of Governors shall be a minimum of forty per cent of the total number of Governors entitled to vote on the item being discussed (rounded up to the next whole number) of whom, the majority shall be Independent Governors.

7.3 Except as otherwise provided, every matter shall be determined by the majority of votes of the Governors present and voting on the question. In cases of equality of votes the Chair of the meeting shall have a casting vote whether they have or have not voted previously on the same question.

7.4 The Court of Governors shall make and may amend Rules:

7.4.1 For the conduct of meetings of the Court of Governors and its committee, including for the appointment of officers including the Chair and Deputy-Chair/s;

7.4.2 For the remuneration of Governors (such Rules to be made and amended with the approval of the Charity Commission).

7.5 A meeting of the Court of Governors may be held by any suitable electronic means (for example by telephone or video conference) through which each participant may communicate with all the other participants.

- 7.6 A resolution in writing or in electronic form agreed by all members of the Court of Governors shall be as valid and effectual as if it had been passed at a meeting of the Court of Governors, provided that the proposed resolution is sent to every member of the Court of Governors and a simple majority (or such higher proportion as prescribed in the Rules or Article 7.3 above) of the members signify their agreement to the proposed resolution within a date to be set out in the agreed form resolution which shall be no fewer than 7 and no more than 28 days of the date of its circulation.
- 7.7 A procedural defect of which the Court of Governors are unaware at the time does not invalidate decisions taken at a meeting.

8 DELEGATION OF FUNCTIONS AND COMMITTEES

- 8.1 Subject to the following provisions of this Article 8, the Court of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor and President or to the Academic Council and may delegate powers to such committees, or to the Chair of the Court of Governors, or to the Vice-Chancellor and President.
- 8.2 The Court of Governors shall not, however, delegate any functions, powers or duties in respect of the following:-
- 8.2.1 the determination of the educational character and mission of the University;
 - 8.2.2 the approval of the University's strategic plan;
 - 8.2.3 the approval of the University's financial forecasts, annual budget and the annual estimates or statements of income and expenditure;
 - 8.2.4 ensuring the solvency of the University and the safeguarding of its assets;
 - 8.2.5 the appointment or termination of any Governors;
 - 8.2.6 the appointment of the Holders of Senior Posts; or
 - 8.2.7 making, amending or revoking Rules taking the form of Standing Orders and/or Financial Regulations;
 - 8.2.8 the varying or revoking of these Articles.

- 8.3 The Court of Governors may revoke or alter a delegation.
- 8.4 The Court of Governors shall establish a committee or committees to determine or advise on internal and external audit, finance, employment policy and the remuneration of the Vice-Chancellor and members of the Executive Board and the nomination and appointment of Governors.

9 CONFLICT OF INTERESTS AND CODE OF CONDUCT

- 9.1 A Governor must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the University or in any transaction or arrangement entered into by the University which has not previously been declared. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the University and any personal interest (including but not limited to any personal financial interest).
- 9.2 The Court of Governors shall make Rules for the declaration of interests from time to time which shall comply with the requirements of the Charity Commission and the Act.
- 9.3 There shall be a register of Governors' Interests maintained by the Clerk to the Court of Governors. The register shall be made available for inspection on request by any Governor, any Colleague, any Student or any member of the public.
- 9.4 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 where the following conditions apply:
- 9.4.1 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;
- 9.4.2 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
- 9.4.3 the unconflicted Governor consider it is in the interests of the University to authorise the conflict of interests in the circumstances applying.

9.5 In this article 9 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a Connected Person.

10 INTERESTS OF GOVERNORS

10.1 Subject to the following paragraphs of this Article 10, the income and property of the University shall be applied solely towards the promotion of the Objects of the University or which is conducive or incidental to doing so.

10.2 A Governor is entitled to be reimbursed from the property of the University or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the University.

10.3 No Governor or Connected Person may:

10.3.1 buy any goods or services from the University on terms preferential to those applicable to members of the public;

10.3.2 sell goods, services, or any interest in land to the University;

10.3.3 be employed by, or receive any remuneration from, the University;

10.3.4 receive any other financial benefit from the University;

unless the payment is permitted by Articles 10.4 and 10.5 or authorised by the Court of Governors or the prior written consent of the Charity Commission has been obtained.

In this article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

10.4 A Governor must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the University except and subject to this Article 10.5 below:

10.4.1 Governors or Connected Persons may be paid interest at a reasonable rate on money lent to the University;

10.4.2 Governors or Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the University;

- 10.4.3 Governors or Connected Persons may receive charitable benefits on the same terms as any other beneficiaries of the University;
 - 10.4.4 The Vice-Chancellor, Internal Governors or Connected Persons may be employed by the University and receive remuneration;
 - 10.4.5 Governors or Connected Persons may enter into contracts with the University and receive reasonable payment for goods or services supplied, subject to Article 10.5;
 - 10.4.6 Governors may receive remuneration in connection with their office subject to authorisation by the Court of Governors in accordance with the Rules and subject to any prior written approval of the Charity Commission or other regulator, where required;
 - 10.4.7 Governors may receive the reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the University;
 - 10.4.8 Governors may receive the benefit of Indemnity Insurance; or
 - 10.4.9 Governors may receive an indemnity in respect of any liabilities properly incurred in running the University (including the costs of a successful defence to criminal proceedings).
- 10.5 A Governor or Connected Person may enter into a contract with the University to supply goods or services in return for a payment or other Material Benefit if:
- 10.5.1 the amount or maximum amount of the payment for the goods or services is set out in an agreement in writing between the University or the Governors (as the case may be) and the Governor or Connected Person supplying the goods or services ('the supplier');
 - 10.5.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 10.5.3 the other Governors are satisfied that it is in the best interests of the University to contract with the supplier rather than with someone who is not a Governor or Connected Person. In reaching that decision the

Governors must balance the advantage of contracting with a Governor or Connected Person against the disadvantages of doing so;

- 10.5.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the University;
- 10.5.5 the supplier 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;
- 10.5.6 the reason for their decision is recorded by the Governors in the minute book;
- 10.5.7 a majority of the Governors then in office are not in receipt of remuneration or payments authorised by Article 10.

11 MEMBERS (company members)

- 11.1 All Governors shall, for the duration of their terms of office as Governors only, be members of the University.
- 11.2 The membership and all rights of a member shall be personal and shall not be transferrable.
- 11.3 The University shall maintain a register of members.

12 LIABILITY OF THE MEMBERS

- 12.1 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the University in the event of its being wound up while they are a member or within one Year after they cease to be a member, for:
 - 12.1.1 payment of the University's debts and liabilities incurred before they cease to be a member;
 - 12.1.2 payment of the costs, charges and expenses of winding up; and
 - 12.1.3 adjustment of the rights of the contributories among themselves.

13 GENERAL MEETINGS

- 13.1 The Court of Governors may, whenever it thinks fit, convene a general meeting, and a general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitions, as is provided for by the Act. There shall be no requirement to hold an annual general meeting save as provided in the Act.
- 13.2 The minimum periods of notice required to hold a general meeting of the University are:
- 13.2.1 twenty-one clear days for an annual general meeting (if applicable) or a general meeting called for the passing of a special resolution;
- 13.2.2 fourteen clear days for all other general meetings.
- 13.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of all the total voting rights.
- 13.4 No business shall be transacted at any general meeting of the members unless a quorum is present. Save as otherwise provided, the quorum at any general meeting shall be a minimum of forty per cent of the total number of members (rounded up to the next whole number) of whom the majority shall be Independent Governors in their capacity members.
- 13.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, which may include voting by way of electronic communication methods. A declaration by the chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the University, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 13.6 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.
- 13.7 Subject to the provisions of the Act a resolution in writing signed by the requisite majority of the members for the time being entitled to receive notice of and to attend and vote at general meetings or a resolution to which every such member has signified their approval in writing or by electronic communication, shall be as valid and effective

as if it had been passed at a general meeting of the University duly called and constituted.

14 VICE-CHANCELLOR AND PRESIDENT

14.1 The Court of Governors shall appoint a Vice-Chancellor and President who shall be Vice-Chancellor and President of the University, or such other designation as the Court of Governors shall think fit, upon such terms and conditions of employment and with such responsibilities as it shall think fit.

14.2 The Court of Governors may appoint Deputy Vice-Chancellor/s to the University pursuant to Rules.

15 CHANCELLOR

15.1 The Court of Governors may appoint a Chancellor to the University who shall represent the University from time to time, pursuant to Rules.

16 UNIVERSITY SECRETARY

16.1 The Court of Governors may appoint a University Secretary and may suspend or remove such person from that appointment pursuant to Rules.

17 CLERK TO THE COURT OF GOVERNORS

17.1 The Court of Governors may appoint a Clerk to the Court of Governors and may suspend or remove such person from that appointment pursuant to Rules.

18 THE ACADEMIC COUNCIL

18.1 There shall be an Academic Council of no more than 25 members, comprising the Vice-Chancellor and President (who shall be chair of the Academic Council) and such other number of Colleagues and Students as may from time to time be approved by the Court of Governors.

18.2 The roles, responsibilities and processes of the Academic Council shall be established by Rules.

19 COLLEAGUES

- 19.1 The procedures for the appointment of Colleagues and the pay and conditions of employment for all Colleagues shall be determined by the Court of Governors. Each Colleague shall serve under a contract of employment with the University.
- 19.2 After consultation with the recognised representatives of Colleagues, the Court of Governors shall make rules relating to the conduct, discipline, suspension, dismissal and grievances of Colleagues. In making such rules, the Court of Governors shall have regard to the need to ensure that Academic Colleagues 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.

20 STUDENTS' UNION

- 20.1 The University shall comply with its obligations under the Education Acts in relation to any Students' Union of the University.

21 STUDENTS

- 21.1 The Court of Governors, after consultation with the Academic Council and representatives of the Students, shall make rules with respect to the conduct of Students, including Procedures for discipline of students and for suspension and expulsion and appeals against any decisions thereof. These rules shall be set out in the Rules.

22 ACCOUNTS

- 22.1 The Court of Governors shall procure that the University keeps accounting records in accordance with the requirements of section 386 of the Act.

23 STATUTORY REQUIREMENTS

- 23.1 The Court of Governors shall establish Rules that cover, amongst other matters, statutory requirements in relation to academic freedom and freedom of speech within the law.

24 THE SEAL

- 24.1 The Court of Governors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Court of Governors or of a Committee authorised by the Court of Governors on its behalf.
- 24.2 The Court of Governors may determine who shall sign any instrument to which the Seal is affixed and unless so determined it shall be signed by a Governor and the Company Secretary or a second Governor.

25 AMENDMENT OF ARTICLES

- 25.1 Subject to the provisions of the Act, these Articles may be amended or replaced by special resolution of the members in a general meeting.

26 DISSOLUTION

- 26.1 If the University is dissolved or wound up, the assets (if any) remaining after providing for its liabilities must be applied in one or more of the following ways:
- 26.1.1 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same or similar to the Objects;
- 26.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;
- 26.1.3 in such other manner as consistent with charitable status as the Charity Commission approves in writing in advance.

27 DEFINITIONS AND INTERPRETATION

- 27.1 In these Articles:-

"the Academic Council" means the Academic Council of the University;

"Academic Colleagues" means the persons employed by the University in a teaching and/or research capacity or others having academic management and leadership roles as may be approved by the Court of Governors from time to time;

"the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the University;

"these Articles" means these Articles of Association or such other articles of association of the University from time to time in force;

"Connected Person" means, in relation to a Governor, a person with whom the Governor shares a common interest such that he/she may reasonably be regarded as a benefiting directly or indirectly from any material benefit received by that person, being either a member of the Governor's family or household or a person or body who is a business associate of the Governor, and (for the avoidance of doubt) does not include a company with which the Governor's only connection is an interest consisting of no more than 1% of the voting rights

"the Chair" means the Chair of the Court of Governors appointed by the Court of Governors pursuant to these Articles;

"the Clerk to the Governors" means the clerk of the University Court of Governors appointed, suspended and/or dismissed pursuant to these Articles and whom shall report to the University Secretary;

"Colleagues" means all persons for the time being employed by the University ;

"the Court of Governors" means the Court of Governors as a body or a quorum of the Court of Governors at a meeting of the Court of Governors, as provided by these Articles and which shall be the board of directors for all legal purposes;

"the Deputy Vice-Chancellors" means the Deputy Vice-Chancellor/s of the University;

"the Education Acts" means the Education Acts 1944 to 1996 and the Education Reform Act 1988, including any statutory modification or re-enactment thereof for the time being in force;

"electronic communication" means the same as in the Electronic Communications Act 2000;

"Executive Board" means the executive group of Colleagues established by the Vice-Chancellor to assist them in discharging their role;

"a Governor" means a person duly appointed as a member of the Court of Governors of the University as provided by these Articles, being a director of the University and a charity trustee of the University and **"Governors"** means all and any of such persons;

“Holders of senior posts” means the Vice-Chancellor and President, the Deputy Vice-Chancellor/s, University Secretary and the holders of such other senior posts as the Court of Governors may from time to time determine. For the avoidance of doubt, interim or acting holders of such posts shall not be “holders of senior posts” under these Articles;

“Independent Governors” means the Governors appointed pursuant to Article 5;

“Internal Governors” means the Governors appointed pursuant to Article 5;

"in writing" includes printing, lithography, typewriting, photography, facsimile and other modes of representing or reproducing words in permanent visible form;

"Material Benefit" means a benefit, direct or indirect, which may not be financial but has a monetary value;

"member" means a member of the University, as provided by these Articles and **"members"** means all and any of such persons;

“Procedures” means provisions in writing made from time to time, whether by Rules, by the Vice-Chancellor and President or by any representative body constituted pursuant to these Articles for the purpose of regulating the proceedings of that body;

“Pro Vice-Chancellor” means the Pro Vice-Chancellor/s of the University;

"Rules" means regulations, bye-laws, rules and procedures (including without limitation the Standing Orders) made from time to time by the Court of Governors pursuant to the powers in that behalf conferred upon it by these Articles;

“Regulator” means the Office for Students and any successor thereto;

“the Seal” means the Common Seal of the University;

“Standing Orders” means the standing orders for the government and conduct of the University and its students made in accordance with these Articles;

“Student” means a person enrolled on a course of study or instruction at the University and the **"Students"** means all such persons;

"Students’ Union" means any association of the generality of students formed to further the interests of Students of the University;

"Subsidiary" as defined under the Act;

"the University" means the University of Westminster;

"University Secretary" means the University Secretary of the University. For the avoidance of doubt, such person shall not be a director of the University appointed under the Act or be a member of the Court of Governors. Such person may or may not be appointed as the company secretary and/or Chief Operating Officer of the University.

"the Vice-Chancellor and President" means the Vice-Chancellor and President of the University appointed by the Court of Governors pursuant to these Articles;

"Year" means calendar year.