

COMPANIES ACTS 1985 TO 1989 and 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

and

ARTICLES OF GOVERNMENT

of

LIVERPOOL HOPE UNIVERSITY

Company No. 3285547

Registered Charity No. 1060579

Incorporated on the 29th day of November 1996
(As amended by Special Resolutions of the Company
on 24th September 1997, 16th February 2001, 20th April 2005 and
19th April 2023)

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LIVERPOOL HOPE UNIVERSITY

MEMORANDUM & ARTICLES OF ASSOCIATION
AND
ARTICLES OF GOVERNMENT

This Memorandum & Articles of Association and Articles of Government replaces the original Trust Deed of the Institute made on November 1st, 1980 and the original Instrument and Articles of Government as amended on December 4th, 1990.

The University was initially established as a Federation of two Constituent Colleges namely:

the Roman Catholic College of Christ's and Notre Dame, and
the Anglican College of St. Katharine's

This new document, approved by the Privy Council under Section 129B of the Education Reform Act 1988, re-constitutes the University as a single, joint Anglican-Roman Catholic ecumenical University.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

LIVERPOOL HOPE UNIVERSITY

1. The meaning ascribed to the words and expressions used in this Memorandum and these Articles shall be as set out in Annex A hereof.
2. The name of the Company is Liverpool Hope University (hereinafter called "the Company")
3. The registered office of the Company is to be situated in England.
4. The objects for which the Company is established are:-
 - (a) the higher and further education of men and women including the education and training of persons intending to enter, or engaged in, the teaching profession
 - (b) the furtherance of the Roman Catholic Church and the Church of England, of Christian education, of ecumenical ideals, and of understanding between Christian Churches in the promotion of the Gospel.
 - (c) the advancement of knowledge by research and scholarship and teaching and learning.
5. In furtherance of these objects but not further or otherwise, the Company shall have the following powers:-
 - (i) to accept funds, grants, subscriptions, donations and bequests from any person whatsoever provided that the Company shall not undertake any permanent trading activities in raising funds for its primary charitable objects
 - (ii) to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate
 - (iii) to accept property, real or personal, upon any trusts connected with the purposes aforesaid, and to act solely or jointly as trustee of any funds the income of which is for the time being applicable for the purposes aforesaid; and to exercise all powers conferred by any such trust and to retire from any

such trust, and made all such applications to the court and take all such proceedings and opinions as may be advised

- (iv) subject to such consents as may be required by law to lend, borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit and in particular by mortgages or charges upon the undertaking and any or all of the real and personal property (present or future) of the Company provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company
- (v) to solicit, collect, receive and administer money and funds for any of the purposes aforesaid, and to issue appeals and advertisements for money and assistance, and to collect, publish and circulate statistics and other information
- (vi) to invest the moneys of the Company not immediately required for its objects in, or upon, such investments, securities or property as may be thought fit, and to vary the investments thereof in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- (vii) to place any moneys of the Company not immediately required for its purposes on deposit with a bank approved by the Council
- (viii) to make any charitable donations either in cash or assets for the furtherance of the objects of the Company
- (ix) to establish and support any charitable association or body, and to subscribe or guarantee money for charitable purposes deemed to further the objects of the Company
- (x) to employ, engage, pay or provide such staff whose services may be deemed expedient in order to carry out or promote all or any of the objects aforesaid, including the payment of salaries, emoluments and pensions and superannuation to such staff and their dependants
- (xi) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association
- (xii) to pay out of the funds of the Company the costs, charges and expenses of and incidental to, the formation and registration of the Company
- (xiii) subject to any approval or consent as may be required by law to establish trading companies in support of the objects of the Company, either solely or in partnership with other persons
- (xiv) to appoint any person or persons to be members of the Council in accordance with the Articles of Association for the time being in force, and to assign to

the Council any powers, authorities or discretions vested in the Company which are not by statute required to be exercised by the Company in General Meeting

- (xv) to do all such other lawful things as shall further the above objects or any of them

provided that:-

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with, or invest, the same, in such manner as allowed by law, having regard to such trusts
 - (b) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consents as may be required by law, and as regards any such property, the Council shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Council would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Council, but they shall as regards any such property be subject jointly and separately to such controls or authority as if the Company were not incorporated
 - (d) nothing is done to change, obstruct or constrain the provisions for religious worship and religious education and the freedom of students and staff of the University to practise within the traditions of the Roman Catholic Church or the Church of England without the prior consent of the Trustees of Christ's and Notre Dame or the Warrington Training College Incorporated as appropriate.
6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to its members or to any of them, and no foundation or appointed member of the Council shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:
- (i) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a foundation or appointed member of the Council) for any services rendered to the Company
 - (ii) of interest on money lent by any member of the Company or of its Council, at any rate per annum not exceeding 2% less than the base lending rate

prescribed for the time being by the Company's bankers or 3% whichever is greater

- (iii) of fees, remuneration or other benefits in money or money's worth to any company of which a member of the Council may be a member holding not more than a one hundredth part of the issued capital of that company
 - (iv) of reasonable out of pocket expenses to members of the Council or any committee or group established by the Council
 - (v) of the payment of any premium in respect of any indemnity insurance to cover the liability of the officers, the Secretary and the members of the Council (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from any act or omission which the officers, the Secretary and the members of the Council (or any of them) knew to be a breach of duty or breach of trust or which was committed by the officers, the Secretary and the members of the Council (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
7. No addition, alteration or amendment shall be made to, or in, the provisions of the Memorandum or Articles of Association for the time being in force, which will cause the Company to cease to be a charity in law (or which would have the effect that the Company shall cease to be a Company to which section 30 of the Act applies)
8. The liability of the members is limited
9. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company if it should be wound up which the body is a member or within one year after the body ceases to be a member, for payment of the Company's debts and liabilities contracted before the body 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.
10. Upon winding up or dissolution of the Company its assets shall be used to discharge all its debts and liabilities including the repayment of any grants, liability for which properly rests with the Company or for which liability has been accepted by the Company on behalf of the members of the Company. Any property whatsoever remaining after these liabilities have been discharged shall be transferred to some other charitable institution(s) having objects similar to the objects of the Company, subject to the approval of the Charity Commissioners, such institutions(s) to be determined by the members of the Company at or before the time of dissolution.

We, the subscribers to the Memorandum of Association wish to be formed into a Company pursuant to this Memorandum

NAME AND ADDRESS OF SUBSCRIBERS

The Trustees of
Christ's & Notre Dame
Woolton Road
LIVERPOOL L16 8ND

E. Kelleher
.....
duly authorised

Dated 11th November, 1996

Witness

A.E. McDowell

Address

285 Woolton Road,
Liverpool,
L16 8NB

Warrington Training College Inc.
S. Katharine's College
Stand Park Road
Liverpool L16 9JD

Bishop of Liverpool
.....
duly authorised

Dated 11th November, 1996

Witness

A.G. Grayson

Address

17 Thorneycroft,
Leigh,
Lancashire
WN7 2TH

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of LIVERPOOL HOPE UNIVERSITY

MEMBERSHIP

1. The Company is established for the purposes expressed in the Memorandum of Association.
2. Subject to that which is hereinafter provided, the members of the Company shall be
 - (i) the Trustees of Christ's and Notre Dame Incorporated under the Charities Act 1993
 - (ii) the Limited Company called Warrington Training College Incorporatedbeing the subscribers to the Memorandum of Association.
3. Other charitable bodies having objects similar to those of the Company may be admitted as members of the Company subject to the approval of all other members of the Company and the Charity Commissioners. Every body which wishes to become a member shall deliver to the Company an application for membership in such form as the Council may require, duly executed on behalf of that body.
4. The provisions of section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member, or sign the register of members, on becoming a member.
5. Each member of the Company shall complete a contract of membership with the Company signed on behalf of the member and of the Company by officers duly authorised.
6. A member may resign membership at any time by notice in writing to the Company and the name of a member so resigning shall forthwith be removed from the register of members whereupon the body shall cease to be a member of the Company but may be re-admitted to membership subsequently.
7. The members of the Council may not resolve that any member of the Company shall cease to be a member of the Company.
8. Each member shall be entitled to nominate five representative persons to attend and vote at all Ordinary and Extraordinary General Meetings of the Company. Nominations shall be given to the Company Secretary not less than seven days prior to the meeting.

9. The Chair of the Company shall be the Chair of the University Governing Council appointed in accordance with Article 40 and shall act as Pro-Chancellor in that capacity.

CHANCELLOR

10. There shall be a Chancellor, who shall be a practising Christian.

PRESIDENTS

11. There shall be two Presidents of the Company, these being the Archbishop for the time being of the Archdiocese of Liverpool and the Bishop for the time being of the Diocese of Liverpool.

GENERAL MEETINGS

12. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
13. All the general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
14. The Council may whenever it thinks fits convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisition, as provided by section 368 of the Act.
15. Not less than twenty-one clear days' written notice of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and not less than fourteen clear days' written notice of every other General Meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in writing, by the Secretary, to the members of the Company and to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the persons having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than Annual General Meetings, a General Meeting may be convened by such notice as those members may think fit.
16. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed at any General Meeting.
17. The Rector and Vice Chancellor and the Secretary shall be invited to attend all General Meetings in a non-voting capacity.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at the Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss account and balance sheet, the reports of the Council and of the auditors, and the appointment and fixing of the remuneration of the auditors.
19. No business shall be transacted at any General Meeting unless a quorum is present with the meeting proceeds to business. Save as herein otherwise provided a quorum shall be equal in number to two representatives of each member body of the Company.
20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting those present shall be a quorum.
21. A resolution in writing by all the persons for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed at a meeting of members duly convened and held and may consist of several documents in the like form (including facsimile transmission) each signed by one of or more representatives.
22. The Chair of the Company or in his/her absence some other person elected by those present and entitled to vote shall preside as Chair of the meeting.
23. The Chair may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjournment meeting.
24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least two persons present in person or by proxy, and unless a poll be so demanded a declaration by the Chair of a meeting that a resolution has been carried, or carried unanimously by a particular majority, and an entry to that effect in the minute book of the Company 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. The demand for a poll may be withdrawn.
25. Subject to the provision of Article 24 of these Articles, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the

Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. No poll may be demanded on the election of a Chair of a meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed not to have been passed. The Chair shall not have a second or casting vote.
28. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

29. Each nominated representative of the members of the Company shall have one vote.
30. Save as herein expressly provided, no person other than a nominated representative of the member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another person, at any General Meeting.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
32. Votes may be given either personally or by proxy.
33. The instrument appointing a proxy shall be in writing and must be deposited at the office of the Company not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. The instrument appointing a proxy shall be in the form prescribed by the Council.

RECORDS OF MEETINGS

36. Minutes of all meetings of the Company shall be kept by the Secretary in a form prescribed by the Company.

37. Records of all meetings of the Company including agendas, minutes and papers or reports considered at meetings shall be kept at the Office of the Company, or subject to the provisions of the Acts at such other place as the Council shall think suitable and shall be open to the inspection of the members of the Council, the auditors of the Company, the Charity Commissioners, representatives or officers of the Higher Education Funding Council for England and all other organisations and persons entitled to have access to those records including staff and students of the University..

INSTRUMENT OF GOVERNMENT
OF
LIVERPOOL HOPE UNIVERSITY

THE GOVERNING BODY

38. The business and affairs of the Company shall be conducted by the Council which may exercise all such powers of the Company, and carry out all such acts on behalf of the Company as are not required by the Act or by these Articles to be exercised or done by the Company in General Meetings not being inconsistent with the Memorandum and Articles of Association including the Instrument and Articles of Government. But no regulations made by the Company in a General Meeting shall invalidate a prior act of the Council which would have been valid if such regulations had not been made.
39. The Council shall be constituted as follows:-
- (a) Two ex-officio Council members being the Archbishop for the time being of the Archdiocese of Liverpool and the Bishop for the time being of the Diocese of Liverpool PROVIDED THAT the Archbishop and Bishop respectively may from time to time appoint a nominee to act as Council member in his place for a period of up to three years or until he shall vacate his see, whichever period shall be shorter.
 - (b) the Rector and Vice-Chancellor of the University and two members of the Rectorate Team, by election from among that Team
 - (c) the President of the Students' Union
 - (d) two members of the academic staff of the University nominated by the Senate
 - (e) ten members (hereinafter called foundation members) five of whom shall be nominated by the Trustees of Christ's and Notre Dame including two members of the congregation of the Sisters of Notre Dame and five of whom shall be nominated by the Warrington Training College Incorporated
 - (f) not more than seven members appointed by the Council of whom one shall be nominated by the University of Liverpool until 31st July 2008, one by the Education Authority of the City of Liverpool and one by the Management Committee of Churches Together in the Merseyside Region or its successor.

40. The Chair and Vice-Chair shall be appointed by the Council from among its members for a term of three years and neither the Chair or Vice-Chair shall serve more than two terms in total. In exceptional circumstances, the Chair or Vice-Chair may be allowed to extend their term of office by one year providing Council agrees to the extension by a majority vote of 75% of those members present.
41. Members appointed or elected under Articles 39(b) excluding the Rector and Vice-Chancellor, 39(d), 39(e) and 39(f) shall serve for a period of three years commencing from the first meeting in an academic year. All such members shall be eligible to be appointed or elected again for a second and final term, unless they also hold office, in which case they will be eligible for further terms.
42. Any member of the Council (other than an ex-officio member) who is absent from all meetings of the Council during a period of one year except for a reason approved by the Council or who is adjudged a bankrupt, or who is in the opinion of the other members of the Council incapacitated from acting or who resigns by notice in writing to the Council shall cease to be a member thereof.
43. Any member nominated under Article 39(d), 39(e) and 39(f) shall cease to be a member of the Council at the request of his or her nominating body where in the opinion of that body the member is no longer in a position to represent it.
44. Any member of the Council who having been appointed because he or she holds a particular office shall cease to be a member of the Council on ceasing to hold that office.
45. Except in special circumstances and with the approval of the Secretary of State no member of the Council shall take or hold any interest in property belonging to, or made available to, the University or to either the Trustees of Christ's and Notre Dame or the Warrington Training College Incorporated otherwise than as a trustee for the purpose thereof or receive any remuneration from the University other than that payable in respect of salary or other emoluments as Rector and Vice-Chancellor or other member of staff of the University or full-time student paid as an officer of the Students' Union or hold any interest in the supply of work or goods at the cost of the University.
46. Any casual vacancy in the membership of the Council shall be filled as soon as convenient by the proper appointing or electing body. A person appointed or elected to fill a casual vacancy shall hold office only for the unexpired length of office of the member in whose place he or she is appointed or elected.
47. The members of the Council for the time being may act notwithstanding any vacancy in their body; provided always that the number of members of the Council is not less than the quorum prescribed in Article 5 of the Articles of Government.

SECRETARY

48. The Council shall appoint a Secretary from among the full-time employees of the University upon such conditions as it thinks fit, and the Secretary may be removed from office by resolution of the Council. The post may be designated by some other title as determined by the Council. The provisions of sections 283 and 284 of the Act shall apply.

SEAL

49. The Seal of the Company shall only be affixed to any instrument with the authority of a resolution of the Council or any committee of the Council authorised to act on its behalf. Every instrument to which the Seal is affixed shall be signed by the Secretary or the Rector and Vice-Chancellor and one other member of the Council and such signature shall be conclusive evidence that the use of the Seal was properly authorised

ARTICLES OF GOVERNMENT OF THE UNIVERSITY

50. The University shall be conducted by the Council in accordance with the provisions of the Articles of Government annexed to and forming part of this document. Variations, additions or deletions to those Articles of Government may be made by the Council from time to time subject to any consents required by law.

ACCOUNTS

51. The Council shall cause accounting records to be kept in accordance with the requirements of the Act and the Higher Education Funding Council for England.
52. The accounting records shall be kept at the Office, or subject to the provisions of the Act at such other place as the Council shall think suitable, and shall be open to the inspection of the members of the Council, the auditors of the Company, the Charity Commissioners, representatives or officers of the Higher Education Funding Council for England and all other organisations entitled to have access to those records.
53. At the Annual General Meeting in each year the Council shall in accordance with the provisions of the Act lay before the Company an income and expenditure account for the period since the last preceding accounting reference date together with a proper balance sheet, prepared in accordance with any statutory requirement for the time being in force, made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors of the Company and by any other documents required by law to be annexed or attached thereto or to accompany the same and shall be sent, not less than twenty-one clear days before the date of the meeting at which they are to be presented, to the auditors and to all other persons entitled to receive notice of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The reports of the Council and auditor's report shall be laid before the Company in General Meeting in accordance with section 241 of the Act.

AUDIT

54. In accordance with the provisions of the Act the accounts of the Company shall be examined and the correctness of the income and expenditure accounts and the balance sheet ascertained by one or more properly qualified auditor or auditors.
55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and any regulations of the Higher Education Funding Council for England

NOTICES

56. A notice may be served by the Company upon any member, either personally upon its representative nominated in accordance with Article 8 of the Articles of Association or by sending it through the post in a prepaid letter, addressed to such member at its registered address as appearing in the register of members.
57. Any member described in the register of members by an address not within the United Kingdom, which shall from time to time give the Company an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notices served upon it at that address, but otherwise only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
58. Any notice, if served by post shall be deemed to have been served on the day following that on which the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.

INDEMNITY

59. Subject to the provisions of the Act but without prejudice to any indemnity to which the persons concerned may otherwise be entitled:-
 - (a) every member of the Council, the officers and the Secretary of the Company shall be indemnified out of funds and assets of the Company against all liabilities incurred by him or her as such Council member, officer or Secretary in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted, or in connection with any application under section 727 of the Act in which relief is granted to him or her by the Court; and
 - (b) the Company may purchase and maintain for such member of the Council, the officers or the Secretary insurance against any liability which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust by which he or she may be guilty in relation to the Company, in accordance with Clause 6(v) of the Memorandum of Association of the Company.

DISSOLUTION

60. Winding up or dissolution of the Company shall be covered by Clauses 9 and 10 of the Memorandum of Association.

COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF GOVERNMENT
of
LIVERPOOL HOPE UNIVERSITY

THE POWER AND RESPONSIBILITIES OF THE COUNCIL

1. The Council shall be responsible for:-
 - (a) the determination of the educational character, mission and policy of the University and for the oversight of its activities
 - (b) ensuring the solvency of the University
 - (c) the proper, effective and efficient use of resources
 - (d) ensuring the proper management of the University's business including in particular the fees, grants and other moneys received by the University and for submitting properly audited financial accounts to the Higher Education Funding Council for England (or other responsible body designed by the Secretary of State) in accordance with the requirement of the said Funding Council
 - (e) safeguarding the assets of the University
 - (f) making arrangements to hold any loan for the purposes of the University and for the amortisation thereof and the payment of any interest and other charges in accordance with any orders made by the Higher Education Funding Council for England
 - (g) the appointment, assignment, grading, appraisal, promotion, suspension, dismissal and determination of the payment and conditions of service of the Rector and Vice-Chancellor and other senior posts as designated by the Council from time to time
 - (h) setting up a framework for the pay and conditions of service of all other staff
 - (i) making arrangements (i) whereby representation on matters of proper concern to the students of the University may be made by a Students' Union to the Council, Senate or Rector and Vice-Chancellor as may be appropriate and (ii) for that Union to conduct and manage its own affairs and funds in accordance

with a constitution approved by the Council and in accordance with any statutory orders or regulations set by the Secretary of State.

2. In pursuance of these responsibilities the Council shall in addition to the powers conferred upon it by other provisions hereof have the following powers:-
- (a) to approve plans for the academic work of the University
 - (b) to approve capital expenditure programmes and the revenue estimates of the University and to submit such programmes and estimates to the Higher Education Funding Council for England or other statutory body as required by the Education Acts 1944-1994 and any subsequent Education Acts.
 - (c) to approve the arrangements for student discipline and to exclude students from the University
 - (d) to receive and decide on recommendations made by the Senate or the Rector and Vice-Chancellor and if thought fit to review any of the Senate's decisions.
 - (e) to make, amend or revoke regulations for the summoning and conduct of the meetings of the Council, Senate, Academic Assembly or any committees thereof or for the conduct of University business.
 - (f) to determine the tuition fees and other fees payable to the University (subject to any terms and conditions allocated to grants, loans or other payments made by the appropriate Funding Council)
 - (g) to establish committees for any purpose or function other than those assigned elsewhere in these Articles including in particular an audit committee and a committee or committees to determine or advise on such matters relating to finance and/or employment policy as the council may remit to them
 - (h) to prescribe the constitution and terms of reference of committees established under (g) above subject to:
 - (i) the majority of the members of every committee shall be members of the Council
 - (ii) members of staff (other than the Rector and Vice-Chancellor) including staff governors and students (including student governors) shall not be eligible to serve on committees dealing with financial or staffing matters
 - (i) to delegate to the Chair, Rector and Vice-Chancellor or a committee any of its powers except:-
 - (i) the determination of the educational character and mission of the University
 - (ii) ensuring the solvency of the University

- (iii) the approval of the annual estimates of income and expenditure
 - (iv) the appointment or dismissal of the Rector and Vice-Chancellor
 - (v) the varying or revoking of the Articles of Government
- (j) to award honorary degrees or awards of the University.

THE MEETINGS OF THE COUNCIL

3. The Council shall hold Ordinary Meetings at least three times in each academic year and a Special Meeting may at any time be summoned by the Chair or by ten members of the Council upon ten clear days' notice in writing being given to the other members of the matters to be discussed.
4. The manner and period of notice for summoning Ordinary Meetings of the Council shall be specified in its regulations.
5. The quorum for meetings of the Council shall be one-half of the members of the Council who are not disqualified under Article 16 hereof from dealing with the matter. Or if the number shall not be a multiple of two the quorum shall be the nearest whole number below one-half provided that a meeting shall not in any event be duly constituted unless it is composed of a majority of members who are not staff or students of the University.
6. If a quorum is not present fifteen minutes after the time fixed for the meeting no business shall be transacted other than the adjournment of the meeting to another day. At the adjourned meeting business for which the original meeting was called may be transacted even though there is not a quorum unless that business is such for which special provisions is made in these Articles.
7. In the absence of both the Chair and the Vice-Chair, the members present shall elect one of their number not being a member of the staff of the University to chair that meeting.
8. Any meeting of the Council may be adjourned by resolution. The manner of summoning and the period of notice to be given therefore shall be prescribed in the regulations of the Council.
9. Any resolution of the Council may be rescinded or varied at a subsequent meeting if due notice of the intention to rescind or vary the same has been given in writing to all members of the Council.
10. Unless otherwise specified in these Articles or in any regulations of the Council all questions shall be determined by a simple majority vote of members of the Council present and voting. In the case of an equality of votes at any meeting the Chair of that meeting shall have a second or casting vote.
11. Any member of the Council who is a member of the staff of the University shall withdraw from that part of any meeting of the Council or of an appointments or other

committee at which there is consideration of the appointment, remuneration, dismissal, retirement or promotion of a person in a post senior to that which is held by him or her.

12. A member of the Council shall not take part in that part of any meeting of the Council or of a committee of the Council at which there is consideration of his or her remuneration, promotion, suspension, dismissal or retirement.
13. A member of the Council to whom notice of the termination of his or her contract of service has been given by the Council shall withdraw from that part of any such meeting at which there is consideration of the appointment of a successor.
14. Any student member of the Council shall withdraw from that part of any meeting of the Council or of any appointments or other committee at which there is consideration of the conditions of service or the appointment, promotion, discipline, suspension, retirement or dismissal of any member of the staff of the University.
15. No member of the Council who is a member of any committee which considers the suspension or dismissal of any member of the staff of the University shall except for the purpose of presenting a report be present at that part of any meeting of the Council which considers the same matter.
16. Any member of the Council having a pecuniary, family or personal interest in any matter under discussion at a meeting of the Council or any committee shall declare such interest and withdraw from the meeting during consideration of and voting on the matter.
17. The proceedings of the Council or of any committee thereof shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualifications of any member of the Council.
18. The Presidents shall have a right to attend but not vote at Council meetings, unless they are members of the Council under Article 39 (a) of the Instrument of Government.

THE CONDUCT OF THE UNIVERSITY

19. The University shall be conducted in accordance with:-
 - (i) the Education Acts 1944 to 1994, any subsequent Education Acts, any relevant regulations, orders or directives made thereunder by the Secretary of State or the Privy Council and subject thereto, in accordance with the provisions of the Memorandum of Association of the Company, these Articles and any rules, regulations or bye-laws made under these Articles of Government
 - (ii) the general principle that the denominational or other special character, or any of the restrictions, limitations or other provisions affecting the property held by or upon trust by Christ's and Notre Dame Trustees and the Warrington Training College Incorporated shall not be prejudiced

- (iii) the general principle of academic freedom within which members of the University are free within the law, this instrument and their contracts of service to question and test received wisdom and to put forward ideas and controversial or unpopular opinions without risk of disciplinary action.

THE SENATE OF THE UNIVERSITY

20. The Senate shall be constituted as follows:-
- (a) The Rector and Vice-Chancellor who shall be Chair
 - (b) The Vice-Chair, who shall be one of the Deans, to serve in rotation for a period of two years
 - (c) the President and Vice-President of the Students' Union plus one other registered student of the University elected by the Students' Union
 - (d) the Registrar or equivalent and Deputy Registrar(s)
 - (e) the Director of Quality Assurance and Enhancement or equivalent
 - (f) the Director of Learning Resources or equivalent
 - (g) the Director of Student Services or equivalent
 - (h) such other members of the full-time academic staff of the University not exceeding thirty in number to include not more than ten members of the academic staff elected by the academic staff in accordance with procedures agreed by the Council, all Deans and such other holders of academic managerial posts as the Council may determine.
 - (i) The Principals of St. John Rigby College, Wigan, Holy Cross College, Bury and St. Mary's College, Blackburn, while such Colleges continue in membership of the Network of Hope.
 - (j) The Deputy Secretary or the equivalent post holder as designated by the Council who shall be Secretary to the Senate (non-voting).
21. Subject to the terms and conditions hereof the manner in which persons are appointed to the Senate pursuant to Article 20(h) hereof and the duration of their respective terms of office and the filling of casual vacancies shall be determined by the Council
22. Any person who is a member of the Senate because he or she is the Rector and Vice-Chancellor or the holder of a specified post or office or a member of the academic staff shall cease to be a member of the Senate on ceasing to be the Rector and Vice-Chancellor or the holder of a specified post or office or member of the academic staff as the case may be.
23. An elected member of the Senate may resign at any time by notice in writing addressed to the Secretary of the Senate.

24. The Senate shall in addition to the other functions and powers conferred upon it by the provisions of the Instrument have the following responsibilities:-
- (a) for advising the Council concerning academic policy, the University's academic programme and the contents of curricula
 - (b) for making recommendations to the Council and the Rector and Vice-Chancellor concerning the use of the University's resources
 - (c) for advising the Council and the Rector and Vice-Chancellor on staffing policies
 - (d) for advising the Council on the academic implications of budgetary and other proposals
 - (e) for the maintenance of proper academic standards and the operation of quality assurance procedures
 - (f) for proposing appropriate persons for appointment as External Examiners and defining the Terms of Appointment
 - (g) for the determination of the qualifications for entry to particular courses insofar as such qualifications are not imposed by external validating bodies and on the allocation of students as between courses
 - (h) for advising the Rector and Vice-Chancellor on the policy governing the teaching and timetabling of the various courses including the provision and supervision of professional training
 - (i) for the determination of the academic grounds for the suspension exclusion or dismissal of students from the University insofar as these are within the competence of the Senate
 - (j) for the determination of the academic qualifications for the award of diplomas or certificates of the University
 - (k) for promoting research in the University
 - (l) for such other matters referred to it by the Council
 - (m) for making orders for the conduct of its affairs and other matters as lie within its competence provided that such orders shall not be effective until they have been approved by the Council.
25. The Senate may appoint such committee or sub-committees as it thinks fit for the better performance of its work and may delegate any powers or functions which it is competent itself to perform, subject to the approval of the Rector and Vice-Chancellor and the Council. The Senate shall from time to time prescribe by order for the constitutional procedure and conduct of such committees or sub-committees provided that there shall be at least two members of the Senate on each of such committees or sub-committees.

26. The proceedings of the Senate or of any committee thereof shall not be invalidated by any failure to appoint or any defect in the appointment election or qualification of any member.
27. The Senate shall hold Ordinary Meetings at least three times in each academic year. A Special Meeting may at any time be summoned by the Rector and Vice-Chancellor or by any six members of the Senate upon seven days' notice in writing being given to the other members of the matters to be discussed.
28. The quorum for meetings of the Senate shall be one-third of the number of actual members at that time of the Senate or if the membership shall not be a multiple of three the quorum shall be the number nearest one-third of such membership.
29. In the absence of the Rector and Vice-Chancellor and Vice-Chair the members present shall elect one of their number to be chair of that meeting.
30. Unless otherwise specified in regulations of the Council or orders of the Senate all questions shall be decided by a simple majority vote of the members present and voting. In the case of an equality of votes at any meeting the chair of that meeting shall have a second or casting vote.

THE ACADEMIC ASSEMBLY

31. The Academic Assembly of the University shall consist of:-
 - (a) the Rector and Vice-Chancellor
 - (b) all other members of the academic and senior administrative staff of the University
 - (c) such other members of the staff of the University as may from time to time be nominated by the Rector and Vice-Chancellor or Senate
32. The Rector and Vice-Chancellor or in his or her absence the Vice-Chair of the Senate shall be chair of the Academic Assembly. In the absence of the Rector and Vice-Chancellor and Vice-Chair of Senate from any meeting the Academic Assembly shall elect one of its number to be chair of that meeting.
33. There shall be at least one meeting of the Academic Assembly each academic year which shall be summoned by the Rector and Vice-Chancellor. The Rector and Vice-Chancellor may at any time at his or her discretion and shall upon recommendation of the Senate or on the written request of fifty members of the Academic Assembly summon a meeting of the Academic Assembly.
34. The Academic Assembly may discuss and declare an opinion on any matter whatsoever relating to the University including any matters referred to it by the Senate and the Council and if it so decides submit resolutions to the Senate and the Council.

RELIGIOUS EDUCATION AND WORSHIP

35. The religious education and worship celebrated in the University's ecumenical Chapels shall be determined by the Trustees of Christ's and Notre Dame and the Warrington Training College Incorporated. There shall be oversight by the Trustees of Christ's and Notre Dame, Warrington Training College Incorporated, and the Rector and Vice-Chancellor and regular reporting at the annual general meetings of the Trustees of Christ's and Notre Dame and Warrington Training College Incorporated.
36. The University shall provide such courses in religious education as shall be agreed between the Trustees stipulated in Article 35 and the Council having regard to the advice of the Senate
37. No provision in these Articles shall be interpreted and no power or duty granted or imposed hereunder shall be exercised in such a way as to conflict with the provisions of Articles 35 and 36.

THE RECTOR AND VICE-CHANCELLOR

38. The Chief Executive of the Company shall be the Rector and Vice-Chancellor.
39. Subject to the responsibilities of the Council, the Rector and Vice-Chancellor shall be the Chief Academic and Administrative Officer of the University and shall be responsible for:-
 - (a) advising the Council about the educational policy and mission of the University taking into account national developments and the needs of Church of England and Catholic schools
 - (b) bringing to the attention of the Council recommendations of the Senate
 - (c) implementing decisions of the Council
 - (d) co-operating closely with the Rectorate Team
 - (e) the organisation, direction and management of the University and leadership of the staff
 - (f) the appointment, assignment, grading, appraisal, suspension, dismissal and determination within the framework set by the Council of the pay and conditions and service of staff other than those senior posts designated by Council
 - (g) preparing annual estimates of income and expenditure for the Council, the management of the budget and resources within conditions set by the Council and ensuring effective control and monitoring procedures
 - (h) the maintenance of good relations within and outside the University

- (i) the design and organisation of appropriate management policies, structures and procedures having regard for statutory requirements and University policy
 - (j) representing the University in its dealings with outside bodies or making appropriate arrangements for the same
 - (k) the maintenance of student discipline including the suspension and expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons within the rules and procedures provided for within these Articles and by the Council
 - (l) serving as a member of the board of directors of all trading companies established by the University
 - (m) such other duties and functions assigned to him or her by the Council from time to time
40. The Rector and Vice-Chancellor shall be appointed by the Council in accordance with procedures laid down by the Council which shall *inter alia* include (a) advertising the vacant post nationally and internationally (b) the inclusion on the nominating Committee of the Presidents, a representative of the Sisters of Notre Dame, at least one member of the academic staff elected by the Senate and at least one other person not being a member of the Council or staff of the University of appropriate qualifications, experience and standing, subject to there being a majority of the nominating Committee provided by members of the Council with the Chair being the Chair of Governing Council.
41. The Rector and Vice-Chancellor shall be and remain either a practising member of the Roman Catholic Church or practising and communicant member of the Church of England. If any dispute should arise whether the Rector and Vice-Chancellor is a practising member of the Catholic Church or practising and communicant member of the Church of England the matter shall be determined conclusively by the Ordinary of the Catholic Church or Church of England Diocese (as the case may be) in which the Rector and Vice-Chancellor is for the time being residing.
42. The Rector and Vice-Chancellor shall serve under a written contract of service with the Council.
43. In the absence of the Rector and Vice-Chancellor the responsibilities of the office shall be discharged by the appropriate member of the Rectorate Team. In the event of any dispute it shall be the Vice-Chair of the Senate.

THE APPOINTMENT OF ACADEMIC STAFF

44. All staff other than the Chaplains shall be appointed to the University by the Council in accordance with procedures and with such conditions of service as approved by Council.
45. There shall be an ecumenical Chaplaincy Team, including at least one Anglican Chaplain and at least one Roman Catholic Chaplain, which shall be responsible within

the University to the Rector and Vice-Chancellor through the Mission and Values group. The Anglican and Roman Catholic Chaplains shall be appointed and employed under arrangements agreed from time to time between Council and either the Roman Catholic Archbishop of Liverpool or the Anglican Bishop of Liverpool as appropriate. There shall be regular reporting to and oversight by the Trustees of Christ's and Notre Dame and Warrington Training College Incorporated at their annual general meetings.

46. All members of staff shall serve under a written contract of service with the Council which shall conform with any regulations for Higher Education made by the Secretary of State and any conditions approved by the Council from time to time.
47. Regulations for the conduct, conditions of service and procedures for dealing with grievances of members of staff relating to their employment shall be made by the Council after consultation with the group of staff concerned.

SUSPENSION AND DISMISSAL OF STAFF

Suspension

48. The holder of a senior post may be suspended from duty with pay by the Chair of the Council or in his or her absence the Vice-Chair for serious misconduct or other good and urgent cause provided that such suspension is reported in writing to a duly constituted meeting of the Council summoned as soon as practicable under Article 3 of these Articles of Government.
49. Any member of the academic staff and senior non-academic staff other than the holder of a senior post may be suspended with pay from duty by the Rector and Vice-Chancellor or in the absence of the Rector and Vice-Chancellor by the appropriate member of the Rectorate Team (in the event of any dispute it shall be the Vice-Chair of the Senate) for misconduct or other good and urgent cause. Such suspension shall be reported in writing within five days to the Council staff disciplinary committee which shall meet to consider the matter as soon as practicable.
50. Members of the non-academic staff shall be liable to suspension by the Rector and Vice-Chancellor or other officer authorised by the Rector and Vice-Chancellor for misconduct or other good and urgent reason in accordance with the contract of service and a procedure determined by the Council.
51. Procedures for the suspension of staff under Articles 48, 49 or 50 shall be specified in regulations made by the Council after consultation with the staff. The regulations shall include provision that:-
 - (a) anyone who is suspended from duty under Articles 48, 49 or 50 shall be entitled to receive from the Rector and Vice-Chancellor or, in the case of the holders of senior posts, from the Chair or Vice Chair of the Council written notification of the suspension setting out the grounds on which the decision to suspend has been taken
 - (b) any person who has been under suspension for three weeks or more may appeal in writing to the Council 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 52 (i) or of consideration under Article 53

- (c) any appeal made under Articles 51(b) shall be considered as soon as practicable; and
- (d) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal of senior posts including the Rector and Vice-Chancellor and the Secretary

52.

- (i) If the Chair of the Council, or in his or her absence the Vice-Chair, or a majority of the members of the Council, consider that it may be appropriate to dismiss the holder of a senior post, the Chair, Vice-Chair or the Council as appropriate shall refer the matter to a special committee of the Council, 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 Council.
- (ii) 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 or she may be accompanied and represented by a friend.
- (iii) The special committee shall prepare a written report for consideration by the Council, 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 Council's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Council.
- (iv) The Council 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 Council, including oral representations for which purpose he or she may be accompanied and represented by a friend.
- (v) The special committee shall consist of five members of the Council. The Chair of the Council, the Vice-Chair and the Rector and Vice-Chancellor shall not be eligible for membership of the special committee.
- (vi) The Council shall make regulations specifying procedures for the conduct of the special committee and other aspects of the procedure set out in Articles 52(i) and 52(v).

Dismissal of other members of staff

53. The appointment of any member of the staff other than the holder of a senior post may be terminated by the Rector and Vice-Chancellor or other officer authorised by the Rector and Vice-Chancellor in accordance with the regulations laid down by the Council either by written notice in accordance with his or her contract of service or without notice for misconduct or other good and urgent cause.

54. The regulations for the dismissal of staff by the Rector and Vice-Chancellor and for the consideration of appeals against dismissals shall be made by the Council after consultation with the staff.
55. The regulations shall include provision that any member of staff concerned shall have the right to make representations to the Rector and Vice-Chancellor including oral representations for which purpose he or she may be accompanied and represented by a friend before any decision to dismiss is taken by the Rector and Vice-Chancellor.
56. Any member of staff dismissed by the Rector and Vice-Chancellor under Article 53 shall have the right to appeal against that decision to a duly constituted meeting of the Council provided that written notice of appeal is lodged with the Secretary to the Council or, in his or her absence, the Chair of the Council within seven days of the notice of dismissal being served on him or her, in which case the said notice shall not become effective until and unless confirmed by the Council.
57. Any member of staff shall be entitled to appear before any meeting of a committee or of the Council at which the termination of his or her appointment is considered accompanied if so desired by a friend who shall be entitled to make representations in writing or orally on behalf of the member of staff.

DISCIPLINE, SUSPENSION AND DISMISSAL OF STUDENTS

58. The procedures for the discipline, suspension and dismissal of students on the grounds of misconduct shall be approved by the Council after consultation with the Students' Union.
59. Procedures for the dismissal of students for unsatisfactory standards of work or other academic reasons shall be laid down by the Senate.
60. The Rector and Vice-Chancellor may suspend a student from some or all of the activities and facilities of the University on the grounds of misconduct, pending consideration of the case by a student disciplinary committee of the Council which shall meet within five working days.
61. The student disciplinary committee may de-register a student on the grounds of serious misconduct or other good cause.
62. The constitution of the student disciplinary committee shall be decided by the Council so that members of the Council, academic staff and students are represented.
63. A student who is dismissed by the student disciplinary committee shall have the right of appeal to the Council which shall meet as soon as practicable.
64. A student shall be entitled to attend any meeting of the student disciplinary committee or the Council at which his or her case is to be considered and to be accompanied by a friend who shall be entitled to make oral or written representation on his or her behalf.

THE STUDENTS' UNION

65. A Students' Union shall be established and governed in accordance with any orders or regulations made by the Secretary of State and a constitution approved by the Council. No change in the constitution may become effective without the prior approval of the Council.
66. All registered students of the University shall be entitled to membership of the Students' Union
67. Full-time sabbatical officers shall be elected in accordance with the constitution from and by registered students of the University. Except with the agreement of the Council student sabbatical officers must normally have met all the academic requirements of the course upon which they are registered at the end of the term immediately preceding the date at which the period of office commences.
68. During the term of office sabbatical officers of the Students' Union shall be regarded as students for the purpose of Articles 58 and 60-64 of these Articles of Government.
69. A student may not serve for more than a total of two years as a sabbatical officer.
70. The Students' Union may employ such staff as necessary for the proper administration of the Students' Union under terms and conditions agreed by the Council.
71. The President of the Students' Union shall be responsible for the provision of annual estimates of expenditure and properly audited annual accounts to the Rector and Vice-Chancellor in a form prescribed by the Rector and Vice-Chancellor.

AMENDMENT AND REVOCATION

72. These Articles may be amended or revoked according to section 129B of the Education Reform Act 1988 as inserted by section 73 of the Further and Higher Education Act 1992.

COPIES OF ARTICLES, RULES, REGULATIONS AND BYE-LAWS

73. A copy of these Articles and any rules, regulations and bye-laws made under these Articles shall be given to every member of the Council at the time of election or appointment to the Council and, on request to the Secretary, shall be made available for inspection to every member of staff and registered student of the University.

EFFECTIVE DATE

74. These Articles of Government shall take effect from the 29th day of November nineteen hundred and ninety-six.

COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
ARTICLES OF GOVERNMENT
OF
LIVERPOOL HOPE UNIVERSITY

INTERPRETATION

1. In this Memorandum and these Articles the words and expressions listed below bear the meaning set opposite to them respectively, if not inconsistent with the subject or context:

academic year	the period of twelve calendar months beginning on the first day of September
the Act	the Companies Act 1985 as amended by the Companies Act 1989
these Articles	the Articles of Association and Articles of Government, and the regulations of the Company from time to time in force
the Charity Commissioners	the Charity Commissioners for England and Wales
Churches Together	a grouping of churches on Merseyside promoting ecumenism
the Chancellor	the ex-officio head of the University, who shall be a practising Christian
the Company	the above-named Company
the Council	the Governing Council for the time being of the Company
Deans	the academic heads of the Deaneries of Arts and Community; Education; Humanities; IBITE (International Business, I.T. and Enterprise) and Sciences and Social Sciences

the holders of senior posts	the Rector and Vice-Chancellor and holders of such other posts as the Council may determine, normally the Chief Operating Officer, Registrar and Secretary and Deans
the Network of Hope	a mission-specific initiative providing opportunities for higher education to be studied in Wigan at St. John Rigby College; in Bury at Holy Cross College; and in Blackburn at St. Mary's College
the Office	the registered office at the Company
the Presidents	the Archbishop for the time being of the Roman Catholic Archdiocese of Liverpool and the Bishop for the time being of the Anglican Diocese of Liverpool
Pro-Chancellor	the Chair of the University Governing Council acting on behalf of the Chancellor in that capacity
the Rector and Vice-Chancellor	the Chief Executive of the Company known as the Rector and Vice-Chancellor or such other title as the Council may determine
the Rectorate Team	the Rector and Vice-Chancellor, Deans and Senior Officers of the University
staff governor	a member of staff appointed to membership of the Council under Article 38(d) of the Articles of Association
the Seal	the common seal of the Company
the Secretary	the person appointed under these Articles and in accordance with sections 283 and 284 of the Act
Secretary of State	the Secretary of State for Education and Skills
Senior Officers	the Chief Operating Officer and the Registrar and Secretary of the University
student governor	a registered student of the University appointed to membership of the Council

	under Article 38(c) of the Articles of Association
Students' Union	any association of the generality of students of the University formed to further the educational purposes of the University and the students of the University
The Trustees of Christ's and Notre Dame	the trustees for the time being of a Trust Deed dated 23 rd May, 1962 and made by The Most Reverend John Carmel Heenan, The Right Reverend George Andrew Beck, Bridget Reidy OSU and Ellen Elizabeth Ryan OSU as varied by a Deed of Variation dated the 31 st October 1980 and made by The Most Reverend Derek Worlock, The Right Reverend Anthony Emery, Kathleen Hughes SND and Janet Shandley SND and by a Deed of Variation dated 12 th June, 1998 made by The Most Reverend Patrick Kelly, The Right Reverend David Konstant, Eileen Kelleher SND and Susan Waters SND
United Kingdom	Great Britain and Northern Ireland
the University	the educational institution known as Liverpool Hope University conducted by the Company
month	calendar month
in writing	written, printed or lithographed or partly one and partly another, and other methods of representing or producing words in a visible form
clear days	in relation to a period of notice means that period excluding the day when the notice is given or on which it is to take effect

Words importing the singular number only shall include the plural number, and vice versa.

Words importing persons shall include organisations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not consistent with the subject or context, bear the same meanings in these Articles.

NAME AND ADDRESS OF SUBSCRIBERS

The Trustees of
Christ's & Notre Dame
Woolton Road
LIVERPOOL L16 8ND

E. Kelleher
.....
Duly authorised

Dated 11th November 1996

Witness

A.E. McDowell

Address

285 Woolton Road
Liverpool
L16 8NB

Warrington Training College Inc.
S Katharine's College
Stand Park Road
Liverpool L16 9JD

Bishop of Liverpool
.....
Duly authorised

Dated 11th November 1996

Witness

A.G. Grayson

Address

17 Thorneycroft
Leigh
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WN7 2TH