THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE LIVERPOOL INSTITUTE FOR PERFORMING ARTS

(Adopted by Written Special Resolution passed on 25 March 2011
and approved by the Privy Council on 20 April 2011)

PRELIMINARY

1. The name of the company is The Liverpool Institute for Performing Arts. The company is hereinafter referred to as LIPA.

2. The registered office of LIPA is Mount Street Liverpool L1 9HF

3. The regulations contained in the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 *(SI 2008/3229),* in force at the time of adoption of these Articles, shall not apply to LIPA, and these Articles alone shall constitute the regulations of LIPA.

4. These Articles are the Instrument and Articles of Government as required by Section 129B of the Education Reform Act 1988 (as amended).

DEFINITIONS AND INTERPRETATION

5. In these Articles, if not consistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column hereof.

Words	**Meaning**
LIPA	The Liverpool Institute for Performing Arts.
Academic Board	The teaching and learning board of LIPA.

Act	The Companies Act 2006.
Bye-laws	Internal regulations passed by Council covering the manner in which LIPA conducts its business.
Chief Executive	The person appointed for the time being as Chief Executive of LIPA in accordance with Article 76.
Council	The Council or governing body for the time being of LIPA.
Directors	The Directors for the time being of LIPA or, as the context shall require, any of them acting as Council of LIPA.
Head of Accounting	The person appointed for the time being to administer and control LIPA's finances.
Independent member	member of Council as defined by Article 53.
Member	Member of LIPA unless otherwise stated.
Principal	The principal or chief executive officer of LIPA for the time being who is the academic and administrative head of LIPA.
Office	The registered office of LIPA.
Representative member	member of Council as defined by Articles 49 and 50.
Seal	The common seal of LIPA.
Secretary	The person appointed by Council to perform any of the duties of the Secretary.
Statutes	The Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force concerning companies and affecting LIPA.
Student	A person enrolled on a course of study at LIPA.
Students' Association	The independent student body referred to in Article 52.
Support Staff	The support staff employed by LIPA.
Teaching Staff	The teaching staff employed by LIPA.
United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.

Year	Calendar year.
In writing	Written or produced by any substitute for writing, or partly one and partly another.

6. The use of pronouns in these Articles shall be taken to be gender-neutral.

7. Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

OBJECTS

8. The objects for which LIPA is established are to promote, maintain, improve, enable and advance education and provide for and assist in the promotion, maintenance, improvement and advancement of education and in particular to generate interest in, promote, encourage and increase the appreciation and understanding of the public in the performing arts and to conduct, carry on, acquire and develop in the United Kingdom or elsewhere institutions for the education of adults or children, particularly poor children, in the performing arts and ancillary skills.

POWERS

9. In furtherance of and as ancillary to the above objects but not further or otherwise LIPA shall have the power:

   (a) to establish, set up, acquire, carry on and support schools, colleges and academies and to provide the services of tutors, teachers, lecturers and ancillary personnel to organise seminars, lectures and tuition for the furtherance of education;

   (b) to acquire any freehold or leasehold premises for the purpose of carrying on any school, college or academy;

   (c) to institute, establish and offer scholarships, exhibitions, prizes and awards to make bursaries, grants and allowances to students or prospective students at any institutions operated by LIPA;

(d) to print and publish any newspapers, magazines, periodicals, books, leaflets or advertisements as LIPA may think necessary for the promotion of the objects of LIPA;

(e) to establish and maintain a library and collection of literature, films and other material of interest in furtherance of the objects of LIPA and to provide all appropriate books and equipment and board and other accommodation for teachers and students at any schools or colleges operated by LIPA;

(f) to present, promote, organise, provide, manage, produce or conduct or cause to be presented, promoted, organised, provided, managed, produced or conducted for the purpose of furthering the objects of LIPA such performances of plays, dramas, readings, operas, choreography, ballets, films, music, concerts, recitals, lectures, shows, debates and other performances, representations and exhibitions, including broadcasting, television and recording and reproduction by cinematograph, gramophone or any other means, mechanical, digital, electronic or otherwise, as LIPA may think fit;

(g) to appoint, employ, dismiss and enter into agreements with such producers, designers, authors, playwrights, dramatists, actors, dancers, choreographers, composers, conductors, musicians, singers, performers, artists, sculptors, photographers, script-writers, instructors, lecturers, teachers, staff, clerks, servants and any other persons as LIPA may deem necessary for its objects and that any such appointments, employments and agreements may be upon such terms and conditions as to remuneration and otherwise as LIPA may think fit;

(h) to purchase, acquire and obtain interests in the copyright of or the right to perform or show in any format or medium (whether known or unknown) any musical, literary, dramatic or artistic composition which can be used or adapted to promote or further the objects of LIPA;

(i) to retain or employ professional or technical advisers or workers in connection with the objects of LIPA and to pay such fees and other moneys for their services as may be thought necessary;

(j) to consult and co-operate with any persons, associations, societies, institutions or other bodies established or to be established in the United Kingdom or elsewhere as may be necessary to further the objects of LIPA;

(k) to amalgamate or affiliate with or take over the undertaking of and to act as trustees or agents for or manage or lend money or other assistance to any charitable institution or body having objects which are similar to one or more of those of LIPA and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on LIPA under or by virtue of Article 10;

(l) to solicit, obtain or accept contributions, subscriptions, donations or gifts (whether of real or personal property) and devises and bequests for any purpose or purposes within the objects of LIPA from any person or body whatsoever;

(m) subject to such consents as may be required by law to borrow or raise money for the purposes of LIPA on such terms and on such security (if any) as may be thought fit;

(n) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property, plant, machinery or equipment and any rights or privileges which LIPA may think necessary for the promotion of its objects and the raising of funds in pursuit thereof, and to construct, maintain and alter any buildings or erections necessary for the work of LIPA and for the purposes of LIPA to manage and develop all or any part of such property;

(o) subject to such consents as may be required by law to improve, manage, cultivate, develop, exchange or otherwise sell, let, mortgage, dispose of or turn to account all or any of the property or assets of LIPA as may be thought necessary with a view to the promotion of its objects;

(p) to undertake and execute any charitable trusts which may lawfully be undertaken by LIPA and may be necessary for the attainment of its objects, provided always that if LIPA shall take or hold any property which may be subject to any trusts, LIPA shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;

(q) to invest the moneys of LIPA not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(r) to promote, establish and support or aid in the promotion, establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of LIPA or calculated to further its objects;

(s) to make any charitable donation either in cash or assets which LIPA may deem necessary;

(t) to expend, pay or apply all or any property, capital, money and income of LIPA for or towards any of the objects of LIPA, and to pay out of the funds of LIPA the costs, charges and expenses of and incidental to the formation of LIPA;

(u) to delegate the management of investments to a financial expert, but only on terms that:

(i) the investment policy is set down in writing for the financial expert by Council;

(ii) every transaction is reported promptly to Council;

(iii) the performance of the investments is reviewed regularly with Council;

(iv) Council is entitled to cancel the delegation arrangement at any time;

(v) the investment policy and the delegation arrangement are reviewed at least once a year;

(vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to Council on receipt;

(vii) the financial expert must not do anything outside the powers of Council.

(v) to arrange for investments or other property of LIPA to be held in the name of a nominee company acting under the control of Council or of a financial expert acting under their instructions and to pay any reasonable fee required;

(w) to provide indemnity insurance for the members of Council and any other officer of LIPA in relation to any of the liabilities contained in sub-clause (i) of this clause, but subject to the restrictions specified in sub-clause (ii) of this clause;

(i) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to LIPA; and

the liability to make a contribution to LIPA's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(ii) The following liabilities are excluded from sub-clause (w) (i):

* fines;
* costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of Council or other officer;
* liabilities to LIPA that result from conduct that the member of Council or other officer knew or must be assumed to have known was not in the best interest of LIPA or about which the person concerned did not care whether it was in the best interests of LIPA or not.

(iii) There is excluded from sub clause (w)(i) any liability to make such a contribution where the basis of the member of Council's liability is his or her knowledge prior to the insolvent liquidation of LIPA (or reckless failure to acquire that knowledge) that there was not reasonable prospect that LIPA would avoid going into insolvent liquidation.

(x) to ascertain by means of public examinations, competitions, or other legitimate tests or modes of inquiry the persons who have acquired proficiency in the performing arts and to grant such persons diplomas or certificates of proficiency and other awards or distinctions proportioned to their respective attainments, and also to confer honorary distinctions upon persons who have rendered important services to the performing arts;

(y) to do all such other lawful things as shall further the attainment of the above objects or any of them.

APPLICATION OF INCOME AND PROPERTY

10. The income and property of LIPA, however derived, shall be applied solely towards the promotion of its objects as set forth in these Articles. No portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise by way of profit, to the Members. No member of Council shall be appointed to any office of LIPA paid by salary or fees or receive any remuneration or other benefit in money or money's worth from LIPA, provided that nothing in these Articles shall prevent the payment, in good faith by LIPA of:

(a) reasonable and proper remuneration to any Member, officer or servant of LIPA (not being except as hereinafter provided or except with the prior written approval of the Charity Commissioners a member of Council), in return for any services actually rendered to LIPA; or

(b) interest on money lent by any Member or member of Council at a rate per annum not exceeding the base lending rate prescribed for the time being by the Bank appropriate to LIPA or 3 per cent whichever is the greater; or

(c) reasonable and proper rent for premises demised or let by any Member or member of Council to LIPA; or

(d) fees, remuneration or other benefits in money or money's worth to a company of which a member of Council may be a member holding not more than 1/100th part of the capital of that company; or

(e) any reasonable out-of-pocket expenses to any member of Council and such other remuneration as may be permitted in law and approved by Council from time to time; or

(f) reasonable and proper remuneration to the Chief Executive notwithstanding that he is a member of Council: provided that he shall not be entitled to attend, speak or vote at meetings at which the terms of his service contract, engagement or remuneration are to be discussed;

(g) reasonable and proper remuneration to a member of Council appointed in accordance with Article 49 in respect of their employment as a member of LIPA's staff;

(h) indemnity insurance in accordance with Article 9(w).

MEMBERSHIP

11. The Members shall be the subscribers to the Memorandum of Association and such other persons as the Members shall admit to Membership from time to time by unanimous written resolution.

12. Every Member shall either sign a written consent to become a member or sign the register of Members on becoming a Member.

LIABILITY OF MEMBERS

13. The liability of the Members is limited.

14. Every Member undertakes to contribute to the assets of LIPA, if the same is wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of LIPA contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

15. If, upon the winding up or dissolution of LIPA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall, subject to the approval of the Charity Commissioners, be given or transferred to some other charitable institution or institutions having objects similar to the objects of LIPA, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on LIPA under or by virtue of Article 10, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object or objects.

ASSOCIATE MEMBERS

16. Associate Members of LIPA shall be such persons as Council shall admit as Associate Members.

17. Associate Members shall have the same privileges as Members except that they shall have no voice in the government of LIPA and shall not be entitled to vote at a General Meeting of LIPA nor shall particulars in relation to them be entered in the Register of Members, and accordingly they shall not be Members for the purposes of the Statutes or of these Articles.

RETIREMENT AND EXCLUSION OF MEMBERS

18. Should any Member wish to retire from LIPA he shall give three months' written notice to expire at the end of a year and shall be liable for any subscription up to that date.

19. Membership shall cease if:

    (a) a written resolution is passed by all Members other than the Member in question that it is undesirable in the interests of LIPA that such Member should remain a Member; or

    (b) the Member by notice in writing resigns his Membership in accordance with the provisions of Article 18, or

(c) in the case of a person who, by reason of their office as a trustee, officer, director, employee, councillor or elected representative of an organisation which has an interest in the running of LIPA, has been appointed to become a Member, he or she ceases to have the connection with the organisation in question by reason of which he first became a Member.

20. Any question or dispute regarding the application of the rule contained in Article 19(c) shall be determined by the Members .

GENERAL MEETINGS

21. An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by Council. All other General Meetings shall be called Extraordinary General Meetings.

22. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition in accordance with the Statutes, or, in default, may be convened by such requisitionists. A requisition in writing by not less than 5 Members having at the date of deposit of a requisition a right to attend and vote at General Meetings shall be deemed to be a requisition in accordance with the Statutes so far as these provisions relate to the number of Members required to requisition an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

23. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty one days' notice in writing at the least exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:

(a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of an Extraordinary General Meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.

24. The accidental omission to give notice of a meeting to, or the non receipt of notice by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at any General Meeting.

25. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

26. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes:

(a) reading and considering the balance sheet, the ordinary reports of Council and the Auditors, and other accounts and documents required to be annexed to the balance sheet;

(b) appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and

(c) considering the educational character and mission of LIPA and the extent to which Council have paid regard to it.

PROCEEDINGS AT GENERAL MEETINGS

27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

28. Unless otherwise agreed by the Members three Members present in person or one tenth of the total Membership whichever is the greater shall be a quorum for all purposes and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

29. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

30. The Chairman (if any) of Council shall preside as Chairman at every General Meeting but, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members of Council present shall choose one of their number to preside. If at any meeting no member of Council is present and willing to preside, the Members present shall choose one of their number to do so.

31. The Chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

32. 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 on the declaration of the result of the show of hands) demanded by:

    (a) the Chairman, or

    (b) not less than three Members present in person or by proxy and entitled to vote; or

    (c) a Member or Members so present and entitled and representing one tenth of the total voting rights of all Members having the right to vote at the meeting.

33. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

34. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.

35. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

36. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

37. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

VOTES OF MEMBERS

38. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his properly appointed representative, and any such representative may, on a poll, vote by proxy.

39. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

40. On a poll votes may be given either personally or by proxy. No person other than a Member or person appointed under Article 38 may be appointed to act as a proxy.

41. An instrument appointing a proxy shall be in writing and:

(a) in the case of an individual, shall be signed by an appointer or his attorney, and

(b) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on its behalf. The Council, may but shall not be bound to, require evidence of the authority of any such attorney or officer.

42. An instrument appointing a proxy must be left at the Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.

43. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit, and shall be deemed to confer authority to demand or join in demanding a poll. It shall be valid as well for any adjournment of the meeting to which it relates:

"I,
of
a Member of The Liverpool Institute for Performing Arts
hereby appoint of
and failing him of
to vote for me and on my behalf at the [Annual or Extraordinary, or Adjourned, as the case may be] General Meeting of LIPA
to be held on the
and at every adjournment thereof.
As witness my hand this day of 20●●"

44. A vote given by 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 instrument of proxy was executed unless intimation in writing of such death, insanity or revocation shall have been received by LIPA at the Office before the commencement of the meeting or the adjourned meeting or poll at which the vote is given.

CORPORATIONS ACTING BY REPRESENTATIVES

45. Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of LIPA, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

SECRETARY

46. The Secretary of LIPA shall be appointed by Council for such term at such remuneration and upon such conditions as (consistent with the provisions of Article 10) they may think fit and any Secretary so appointed may be removed by them. The Council may, from time to time, by resolution appoint an assistant or deputy Secretary. Any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

PATRONS

47. LIPA in General Meeting may, on the recommendation of Council, appoint any person or persons to be a patron or patrons of LIPA.

THE COUNCIL

48. Subject as hereinafter provided Council shall consist of not fewer than thirteen and not more than twenty five persons. Council may resolve from time to time to increase or reduce the number of members of Council.

49. Of the members of Council one shall be the Principal of LIPA and one shall be a member of LIPA's staff who shall be nominated by the Academic Board.

50. The Council may resolve from time to time to invite corporate or institutional organisations to nominate members of Council. Such nomination will be subject to agreement of Council and Members, such agreement not to be unreasonably withheld.

51. The members of Council mentioned in Articles 49 and 50 shall be referred to as representative members and shall consist in total of not more than four persons.

52. All other members of Council shall be referred to as Independent members and shall at all times include at least one person who in the opinion of the members of Council is experienced in the provision of education. The Independent members shall at all times constitute a majority of the total membership of Council.

53. One student of LIPA appointed annually by the Students' Association shall be entitled to attend meetings of Council as an observer provided always that such student shall not participate in the consideration by Council (or any committee thereof) in the following reserved business areas and shall withdraw at the request of the Chairman of the meeting for the duration of discussion of such business: the appointment, promotion, dismissal and any other matter affecting the personal affairs of employees of LIPA and the admission and academic assessment of individual students. Papers for consideration at meetings of any such bodies and minutes and other records relating to such matters shall not at any time be available to students, whether members of the body or not. The Chairman of the meeting shall decide in any case of doubt whether the matter is one to which this Article applies and the Chairman's decision shall be final.

54. The members of Council shall be paid such remuneration as is permitted in law and approved by Council, and all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of Council or any sub-committee thereof or General Meetings.

55. A member of Council shall vacate his office if:

(a) he becomes bankrupt or of unsound mind; or

(b) he resigns his office by notice in writing to LIPA; or

(c) he become prohibited from acting by virtue of any order made under the Statutes; or

(d) not less than two thirds of the members of Council shall sign a written resolution that he be removed from office; or

(e) a majority of the Members shall sign a written resolution that he be removed from office; or

(f) in the case of a person who has been appointed as a representative member of Council pursuant to Article 50, he ceases to have the connection with the institution or organisation by reason of which he first became a member of Council; or

(g) he completes his term of office in accordance with the provisions of these Articles or such Standing Orders for the Conduct of Council Business as are approved from time to time by Council.

56. Any question or dispute as to whether a person is a representative member or whether he or she has ceased to be a representative member pursuant to Article 55(f) shall be determined by the Members.

INDEPENDENT MEMBERS OF COUNCIL

57. Every Independent member shall, at the meeting of Council held after the expiry of four years from his appointment, retire from office.

58. Any Independent member retiring from office under Article 57 may, if otherwise eligible for appointment as an Independent member, offer himself for re-election for a further fixed term of four years.

59. An Independent member who has retired by rotation and been re-appointed for a further term of four years shall be eligible for re-appointment on the recommendation of the members of Council having regard to his particular skills, experience, commitment and longevity of service.

60. The member of LIPA's staff appointed as member of Council pursuant to clause 48 shall retire at the Meeting of Council held after the expiry of two years from the date of his appointment or after he has ceased to be a member of staff in full employment, whichever is the earlier, and may, if otherwise eligible for re-appointment, offer himself for re-election for a further period of two years. A member of staff who has retired and been re-appointed for a further term of two years shall not be eligible for re-appointment.

61. In the case of members of Council elected Chair or Vice-Chair the length of time as a member of Council shall be computed from the date of that appointment.

62. The members of Council at any meeting of Council at which any Independent members retire in the manner aforesaid, shall fill up the vacated offices so far as they are required to do so by these Articles by electing a number of persons to be Independent members and may fill up any other vacancies at such General Meeting to be called for that purpose. The method of electing an Independent member shall be as follows:

    (a) He must be proposed at a Meeting of Council by one member of Council and seconded by two other members of Council, and the name of the proposed candidate together with the names of his proposer and seconders must be communicated in writing to the Secretary of LIPA at least 14 days before the date of the meeting at which the election is to take place, and must appear on the Agenda papers accompanying the notices convening the meeting. Provided that such procedures shall not be required for retiring Independent members.

    (b) A candidate for election as an independent member must obtain a three-fourths majority of those members of Council who are present.

PROCEEDINGS OF COUNCIL

63. Council may meet together for the despatch of business, in accordance with the Standing Orders for the Conduct of Council Business as approved from time to time by Council. Questions arising at any such meeting shall be determined by a majority of votes, and in the case of an equality of votes on a show of hands the Chairman shall have a second or casting vote.

64. The quorum necessary for the transaction of the business of Council may be fixed by Council but shall not be less than seven of whom the Independent Members must form the majority and unless so fixed shall be seven. A meeting of Council for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by Council.

65. The continuing members of Council may act notwithstanding any vacancies, but, if and so long as the number of members of Council is reduced below the minimum number fixed by or in accordance with these Articles, the continuing member or members of Council may act for the purpose of filling up such vacancies or of summoning General Meetings of LIPA, but for no other purpose. If there be no member of Council able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing members of Council.

66. The Council may elect a Chairman from amongst the Independent members and determine the period for which he is to hold office; but if no Chairman shall have been appointed or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the members of Council present may choose one of their number to be Chairman of the meeting.

67. A resolution in writing signed by all the members of Council for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of Council duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of Council.

POWER TO APPOINT COMMITTEES AND TO DELEGATE

68. Subject to the following provisions of these Articles Council may establish committees consisting of such members of their body or other persons as they think fit for any purpose or function other than those assigned elsewhere in these Articles to the Principal or to the Academic Board and may delegate powers to such committees or to the Chairman of Council or to the Principal. In particular, Council shall establish such committees as may be required to comply with guidance issued from time to time by the Higher Education Funding Council for England or any successor body.

69. Council shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as Council may remit to them. The members of such committee or committees shall be drawn from Independent members

of Council only.

70. The Council shall establish a Nominations Committee to seek out and recommend appointments to Council. The Nominations Committee shall, unless otherwise determined by the members of Council, include the Chairman of Council, three other Independent members of Council, the Principal and one holder of a senior post on the Academic Staff of LIPA.

71. Council shall not, however, delegate the following:

(a) The approval of the annual estimates of income and expenditure;
(b) Ensuring the solvency of LIPA and the safeguarding of its assets;

(c) The appointment or dismissal of the Principal; or

(d) The varying or revoking of these Articles.

72. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by Council and shall report all acts and proceedings carried out pursuant to this power to Council as soon as is practicable.

73. The Clerk shall be appointed by Council for such time, at such remuneration and upon such conditions as are consistent with clause 8 and may be removed by Council as it may think fit. The Council may from time to time by resolution appoint an assistant or deputy clerk or secretary and any persons appointed may act in place of a Clerk if there be no Clerk capable of acting.

DUTIES AND POWERS OF COUNCIL

74. The management and the work of LIPA shall be carried on by Council who shall be the directors of LIPA for the purposes of the Statutes. Without prejudice to the generality of the foregoing Council shall:

(a) consult with the Members in order to agree the determination of the educational character and mission of LIPA and oversee LIPA's activities having regard to such determination;

(b) be responsible for the effective and efficient use of resources, the solvency of LIPA and for safeguarding its assets;

(c) approve annual estimates of income and expenditure;

(d) be responsible for the appointment, grading, suspension, appraisal, assignment, dismissal and determination of the pay and conditions of service of the holders of senior posts; and

(e) set a framework for the pay and conditions of service of all staff.

BYE-LAWS

75. The Council may from time to time by a resolution passed by at least 75% of Council make, vary and repeal bye-laws for the regulation of the business of LIPA its officers and servants or any section thereof provided that such changes are in no way contrary to the directions (if any) of the Members in General Meeting and are reported at the first following General Meeting of LIPA.

THE PRINCIPAL

76. Subject to the responsibilities of Council the Principal shall be the Chief Executive of LIPA and shall be responsible (inter alia) for:

(a) making proposals to Council about the educational character and mission of LIPA and for implementing the decisions of Council;

(b) the organisation, direction and management of LIPA and leadership of staff. In particular he shall ensure that staff be given and carry out such duties and responsibilities in relation to their duties as may be directed by Council;

(c) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by Council, of the pay and conditions of service of staff other than the holders of senior posts;

(d) the determination of, after consultation with the Academic Board and Members, LIPA's academic activities and for the determination of its other activities;

(e) preparing annual estimates of income and expenditure for consideration by Council and for the management of budget and resources within the estimates approved by Council; and

(f) the maintenance of student discipline and within the rules and procedures provided for within these Articles for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

77. In carrying out the above responsibilities the Principal shall consult with such members of the senior management of LIPA as he or Council shall from time to time determine.

ACADEMIC BOARD

78. There shall be an Academic Board of no more than 15 members comprising the Principal (who shall be Chairman) and such other members of staff and students and such other persons as may from time to time be approved by Council. The Principal may nominate a deputy Chairman from among the members of the Academic Board to take the chair in his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of Council.

79. Unless otherwise determined by Council the Academic Board shall be so constituted that the Principal together with such other members of senior management as the Principal may from time to time recommend together constitute a majority of the membership of the Academic Board.

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

(a) general issues relating to the research, scholarship, teaching and courses at LIPA including; criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the

procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;

(b) considering the development of the academic activities of LIPA and the resources needed to support them and for advising the Principal and Council thereon; and

(c) advising on such other matters as Council or the Principal may refer to the Academic Board.

81. The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Principal and Council. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board provided that each committee shall always have such of the senior management as members so as to constitute a majority.

PROVISIONS RELATING TO STAFF

82. Each member of staff shall serve under a contract of employment with LIPA.

83. Upon the occurrence of a vacancy or expected vacancy for the post of Principal the post shall be advertised and otherwise filled in such manner as shall be directed by Council provided always that Council shall have first consulted the Members about any such vacancy.

84. Vacancies in all other posts shall be filled in such manner as may be determined by the Principal.

85. After consultation with the staff Council shall make or approve rules relating to the conduct of the staff and in so doing shall have regard to the need to ensure the academic staff of LIPA 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 LIPA.

86. The Chairman of Council or in the absence of the Chairman the Vice-Chairman may suspend from duty (with pay) the holder of a senior LIPA post for misconduct or other good and urgent cause. The Chairman or Vice-Chairman as the case may be shall report such suspension in writing to Council within two working days or as soon thereafter as practicable.

87. The Principal may suspend from duty (with pay) any member of the staff of LIPA other than the holder of a senior post for misconduct or other good and urgent cause.

88. Anyone who is suspended from duty under Article 87 shall be entitled to receive from the Principal or in the case of the holders of senior posts from the Chairman or Vice-Chairman of Council written notification of the suspension setting out the grounds on which the decision to suspend has been taken.

89. Procedures for the suspension of staff under Article 87 shall be specified in rules made by Council after consultation with the staff and Members. The rules shall include provision that:

(a) any person who has been under suspension for three weeks or more may appeal in writing to 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 90 or of a notification from the Principal under Article 97;

(b) any appeal made under (a) above shall be considered as soon as practicable;

(c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

90. If the Chairman of Council or in his absence the Vice-Chairman or a majority of the members of Council consider that it may be appropriate for Council to dismiss the holder of a senior post the Chairman Vice-Chairman or Council as appropriate shall refer the matter to a Special Committee of Council which shall be convened as soon as practicable to examine the case for dismissal and to make a report to Council.

91. The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Special Committee including oral representations for which purpose he or she may be accompanied and represented by a

friend.

92. The Special Committee shall prepare a written report for consideration by 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 Special Committee considers should be taken into account in Council's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by Council.

93. 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 Council including oral representations for which purpose he or she may be accompanied and represented by a friend.

94. The Special Committee shall consist of three independent members of Council. The Chairman of Council the Vice-Chairman and the Principal shall not be eligible for membership of the Special Committee.

95. The Council shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 90 to 94.

96. The Principal may dismiss any member of the staff of LIPA other than the holder of a senior post and if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff that dismissal may take immediate effect without any need for prior notice.

97. Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 96 do not prevail he shall notify the member of staff concerned of that proposal. The staff member shall be given an opportunity to make representations to the Principal (including oral representations for which purpose he may be accompanied by a friend) before any decision to dismiss by the Principal is taken.

98. Where a staff member has been dismissed pursuant to Article 96 or a decision to dismiss has been take pursuant to Article 97 that staff member may appeal against the dismissal or decision as the case may be to the Chairman or Vice-Chairman of Council or to any Independent ember of Council nominated by either of them to hear such appeal. In the case of an appeal against a decision to dismiss, the dismissal shall take effect until the appeal has been determined.

99. Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissals shall be specified in rules made by Council after consultation with the staff. The rules should include the right of representation.

100. After consultation with the staff Council shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

STUDENTS

101. The Students' Association shall conduct and manage its own affairs and funds in accordance with procedures approved by Council.

102. The Council after consultation with the Academic Board and representatives of the students shall make rules with respect to the conduct of students including procedures for suspension and expulsion.

103. In exercise of its responsibilities under Article 80 the Academic Board after consultation with Council and representatives of the students shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

104. If after all formal procedures have been exhausted a student remains dissatisfied with the outcome of a formal complaint he may appeal to Council for a separately constituted complaints panel to be set up such panel to be chaired by an independent member of Council to be convened to hear the appeal in accordance with the procedures laid down in the Student Regulations Handbook from time to time in place for LIPA.

BORROWING POWERS

105. Council may exercise all the powers of LIPA to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of LIPA or of any third party.

THE SEAL

106. Council shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of the Chief Executive and a member of Council empowered by it to pass resolutions authorising the affixing of the Seal and shall be so affixed in the presence of two members of Council or one member of Council and the Secretary.

ACCOUNTS

107. Council shall cause accounting records to be kept in accordance with the Statutes.

108. The accounting records shall be kept at the Office, or at such other place within the United Kingdom as Council think fit, and shall always be open to the inspection of the officers of Council.

109. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before LIPA in General Meeting, together with a copy of the Auditors' report, shall not less than twenty one days before the date of the meeting be sent to every Member.

110. Council shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of LIPA or any of them shall be open to the inspection of Members not being members of Council, and no Member (not being a member of Council) shall have any right of inspecting any account or book or document of LIPA except as conferred by Statute or authorised by Council or by LIPA in General Meeting.

AUDIT

111. Once at least in every year the accounts of LIPA shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

112. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act members of the Council being treated as the directors mentioned in those provisions.

CHANGES TO ARTICLES

113. The power to amend these Articles is reserved to Council provided that the amendments are approved by Members, by special resolution of the Members in a General Meeting or by written resolution, and the Privy Council.

NOTICES

114. Any notices or document may be served by LIPA on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the register of Members or to such other address as he may supply to LIPA for the giving of notices to him, and any notice so served by post shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not LIPA have notice of his death or bankruptcy.

115. A Member described in the register of Members by an address not within the United Kingdom who has not supplied to LIPA an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notice from LIPA.

116. Any notice or document served by post shall be deemed to have been served at the expiration of twenty four hours after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

117. Subject to the provisions of the Act every member of Council, Auditor, Secretary, or other officer of LIPA shall be entitled to be indemnified by LIPA against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.