

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**THE LONDON SCHOOL OF ECONOMICS**

**AND POLITICAL SCIENCE**



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[this document last updated 24 August 2006]

**COMPANY INCORPORATED BY LICENCE OF THE BOARD  
OF TRADE AND LIMITED BY GUARANTEE**

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**MEMORANDUM OF ASSOCIATION  
OF  
THE LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE**

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1. The name of the Corporation is "THE LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE".<sup>1</sup>
2. The registered office of the Corporation will be situated in England.
3. The objects for which the Corporation is established are: To do all or any of the following things for the purpose of attaining the objects, if and so far as allowed by law, and observing and performing whatever may be required by law in order legally to carry out such objects.
  - (A)(I) To continue, with an improved constitution, the institution which has been since the year 1895 carried on under the name of the London School of Economics and Political Science.
  - (II) To organize, promote and assist research and the advancement of science and learning in the various branches of knowledge dealt with by the institution.
  - (III) To provide opportunities and encouragement for pursuing a regular and liberal course of education of the highest grade and quality in the various branches of knowledge dealt with by the institution, and especially those prescribed or required by the University of London from time to time.<sup>2</sup>
  - (IV) To do all things incidental to being and continuing a School of the University of London in the Faculty of Economics and Political Science (including Commerce and Industry) or in any other Faculty.
  - (V) To organize, promote and supply liberal courses of education specially adapted to the needs of persons who are, or intend to be, engaged in any kind of administration, including the service of any government or local authority, railways and shipping, banking and insurance, international trade, and any of the higher branches of Commerce and Industry, and also the profession of teaching any such subjects.

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<sup>1</sup> Formerly "The Incorporated London School of Economics and Political Science"; name changed by Special Resolution of 11 July, 1957.

<sup>2</sup> As amended by Special Resolution of 2 July 1992; see Appendix 3.

- (VI) To give technical education within the meaning of the Technical Instruction Acts, 1889 and 1891, and any Acts amending the same; to maintain and manage institutions under these Acts and the Technical and Industrial Institutions Act, 1892; and, in particular, to organize, supply, promote and assist in any way whatsoever, those subjects of technical education comprised under the term Higher Commercial Education.
- (VII) To organize, promote and assist in any way whatsoever the study and advancement of Economics or Political Economy, Political Science or Political Philosophy, Statistics, Sociology, History, Geography, and any subject cognate to any of those.
- (VIII) To organize, promote and supply lectures, class teaching, seminars and individual tuition, and also public meetings, conferences and discussions, either in the daytime or in the evening. To award degrees, diplomas, certificates and other marks of distinction to those persons satisfying the conditions for their award as determined from time to time, including degrees, diplomas, certificates and other marks of distinction awarded by the Corporation in conjunction with another institution or institutions; the implementation of any awards to be administered by the Academic Board on behalf of the Council in accordance with the Articles of Association and the bye-laws or regulations approved by Council from time to time.<sup>3</sup>
- (IX) To establish, acquire, control, manage and carry on colleges, halls, schools, lecture rooms, libraries, reading rooms and opportunities for study and research.
- (X) To provide facilities for the formation and meetings of clubs and societies dealing with any of the subjects taught or promoted by the institution, or cognate thereto.
- (XI) To establish and award fellowships, professorships, lectureships, scholarships, exhibitions, prizes, diplomas and certificates, and to conduct examinations.<sup>4</sup>
- (XII) To assist students or particular categories of students financially or otherwise to pursue a course of education or research at the institution and to provide generally for their well-being.<sup>5</sup>
- (XIII) To establish, support, maintain, subscribe to, and/or act as trustee of any trust, institution, society, club, fund or scheme which may be for the benefit of any persons who are or have been employees of or who are serving or have served the

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<sup>3</sup> As inserted by Special Resolution of 16 March 2006; see Appendix 10

<sup>4</sup> As inserted by Special Resolution of 10 December 1959; see Appendix 1

<sup>5</sup> As inserted by Special Resolution of 2 July 1992; see Appendix 3

Corporation or any company which is a subsidiary of the Corporation and/or for the benefit of the husbands, wives, widows, widowers, children and other relatives, dependants and/or co-habitees of such persons; and to give or award pensions, annuities, gratuities, and superannuation or other allowances, benefits or charitable aid and generally to provide loans, advantages, facilities and services for any persons who are or have been employees of or who are serving or have served the Corporation, or any company which is a subsidiary of the Corporation and for the husbands, wives, widows, widowers, children and other relatives, dependants and/or co-habitees of such persons.<sup>6</sup>

- (B) To establish, subsidize, promote, co-operate or amalgamate with or become a member of or affiliated to, or to act as trustees or agents for, or manage or lend money or other assistance to any association, corporate or incorporate, with objects altogether or in part similar to these present objects or calculated directly or indirectly to advance these present objects, or any of them<sup>7</sup>
- (C) So far as allowed by law to receive, take, hold and apply for the purposes and objects of this Corporation all monies and other property at present in the hands of the Unincorporated Association, hitherto known as the Administrative Committee of the London School of Economics and Political Science, together with all other monies or other property hereafter to be subscribed, bequeathed or given to the Corporation or that may at present be in the hands of trustees or other persons for or on behalf of the Corporation.
- (D) To print or publish any magazines, pamphlets, books, paintings, drawings or other compositions which may seem directly or indirectly calculated to advance the present objects, or any of them, and to acquire copyrights for the same.
- (E) To acquire and undertake all or any part of the work, property, rights and liabilities of any person or association carrying on any work which is identical with or appropriate or auxiliary to these present objects, or any of them, and to conduct the winding up of any such association.
- (F) To apply for and obtain any rights, concerns and privileges from and to enter into any arrangements that may seem directly or indirectly conducive to the present objects, or any of them, with any government authorities supreme local or otherwise.
- (G) Generally, but subject to the provisions of the 21st Section of the

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<sup>6</sup> As inserted by Special Resolution of 29 June 1995; see Appendix 5

<sup>7</sup> As amended by Special Resolution of 12 December 1991; see Appendix 2

Companies Act, 1862, to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for the objects of the Corporation, and in particular any messuage or buildings, or any parts of the same, or land for the purposes of the erection of buildings and to erect any buildings thereon, and any furniture, books, instruments, apparatus, easements, patents, licences, and other properties.

- (H) On such terms as may seem expedient, to raise money and/or loans on such security (if any) as may be thought fit and to issue any bonds, loan stock, debentures or debenture stock whether perpetual, irredeemable or otherwise and to grant rights, indemnities, or other privileges in connection therewith and to borrow money at interest and to sell, exchange, develop, lease or mortgage or otherwise deal with any of the property and rights which might be acquired or held for these present objects, or any of them and to give guarantees and/or indemnities in respect of the obligations of third parties, including subsidiaries of the Corporation, and to enter into transactions with lenders and/or third parties for the purpose of managing the risk to the Corporation arising from changes in interest rates on loans and/or other borrowings of the Corporation from time to time or other factors affecting the activities or finances of the Corporation.<sup>8</sup>
- (I) To invest and deal with the monies of the Corporation not immediately required upon such securities and in such manner as the Corporation may from time to time deem expedient.
- (J) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them. Provided that in case the Corporation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Corporation shall not sell, mortgage, charge or lease the same without such consent as may be required by law, and as regards any such property, the Managers or Trustees of the Corporation shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would, as such Managers or Trustees, have been if no incorporation had been effected, and the incorporation of the Corporation shall not diminish or impair any control or authority exercisable by the Chancery Division on the Charity Commissioners over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately

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<sup>8</sup> As amended by Special Resolution of 12 December 1991, see Appendix 2; and then again by Special Resolution of 1 July 1993, see Appendix 4

to such control and authority as if the Corporation were not incorporated. In case the Corporation shall take or hold any property which may be subject to any trusts, the Corporation shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Corporation whencesoever derived shall be applied solely towards the promotion of the objects of the Corporation as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Corporation, provided that, subject to the provisions contained in Clause 6 hereof, nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Corporation, or to any member of the Corporation or other person in return for any services actually rendered to the Corporation, or prevent the repayment of money borrowed, payment of interest at a rate not exceeding five per cent. per annum on money borrowed from any member of the Corporation.
5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Corporation, in pursuance of Section 23 of the Companies Act, 1867.
6. If any member of the Corporation pays or receives any dividend, bonus or other profit in contravention of the terms of the fourth paragraph of this Memorandum his liability shall be unlimited. Provided further that no member of the Council or Governing body of the Corporation shall be appointed to any salaried office or any office paid by fees, and that no remuneration shall be given to any member in contravention of the provisions of this section, the liability shall be unlimited of any member who shall receive or make such payment after he has been advised in writing that it is unauthorised. Provided further that this provision shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a member of the Council of Management or Governing body may be a member, or any other Company in which such members shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment. Provided further that neither the provisions of this Clause nor those of Clause 4 shall preclude:
  - a) the payment of salaries or fees otherwise payable or other benefits of the nature described in paragraph (XIII) of Clause 3(A) to any members of the academic staff or the Director of the School who may be from time to time serving on the Council of Management or Governing body of the Corporation (not exceeding together in number one quarter of the members at any time of such Council or Governing body), or<sup>9</sup>

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<sup>9</sup> As amended by Special Resolution of 29 June 1995; see Appendix 5

- b) the payment to any members of the Council of Management or Governing body of the Corporation (not exceeding together in number one quarter of the members at any time of such Council or Governing body) of reasonable fees for acting as examiners or for lectures delivered or of reasonable fees or royalties for any work published by the Corporation,

and provided also that no member of the Council of Management or Governing body shall be entitled to vote upon any resolution providing for or relating to any salary or fee or royalty payable to him.

- 7. Every member of the Corporation undertakes to contribute to the assets of the Corporation in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Corporation contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Corporation, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding one pound sterling, or in case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
- 8. If upon the winding up or dissolution of the Corporation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Corporation, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Corporation, to be determined by the members of the Corporation at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object.
- 9. True accounts shall be kept of the sums of money received and expended by the Corporation, and the matter in respect of which such receipt and expenditure take place, and of the property credits and liabilities of the Corporation, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Corporation for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Corporation shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Corporation in pursuance of this Memorandum of Association, and we respectively agree to guarantee the sum of one pound towards the liabilities of the Association in the event of the same being wound up.

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	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NAMES AND ADDRESSES OF WITNESSES
1.	SIDNEY JAMES WEBB, 41, Grosvenor Road, Westminster, Member of the London County Council.	W.A.S. HEWINS, The Rowans, Putney Common, S.W.
2.	ALFRED COMYNS LYALL, Member of India Council, 18 Queen's Gate, London.	JOHN O. MILLER, E.I.U.S. Club, 16 St. James's Square, S.W.
3.	WILLIAM GARNETT, Downshire Hill House, N.W., Secretary of the Technical Education Board of the London County Council.	B.M. ALLEN, 20 Well Walk, Hampstead, N.W.
4.	CHARLOTTE F. SHAW, 10 Adelphi Terrace, London, W.C., wife of G. Bernard Shaw.	W.A.S. HEWINS, The Rowans, Putney Common, S.W.
5.	JERVOISE ATHELSTANE BAINES, Member of the London County Council, The Reform Club.	J. McKILLOP, Secretary to the Director of the London School of Economics.
6.	W.P. REEVES, 13 Victoria Street, Westminster, Agent General for New Zealand.	ARTHUR VEALE, 13 Victoria Street, S.W.
7.	EDWARD ARTHUR WHITTUCK, B.C.L., M.A., Oriel College, Oxford, 77 South Audley Street, London W.	W.A.S. HEWINS, The Rowans, Putney Common, S.W.

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Dated this twelfth day of June, 1901.

The Companies Act 1985  
Company Limited By Guarantee And Not Having A Share Capital

**NEW**

**ARTICLES OF ASSOCIATION**

Adopted by Special Resolution passed on 9 December 1999

of

**THE LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE**

Incorporated on the 18th June 1901

**1. INTERPRETATION**

1.1 In these Articles:

“ACT”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
“ARTICLES”	means the Articles of Association of the Company
“CLEAR DAYS”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“COUNCIL”	means the body exercising all the functions of and being, for the purposes of the Act and the Articles, the board of directors of the Company and the expression “Council Member” or any cognate expression shall be construed accordingly
“COURT OF GOVERNORS”	means the body exercising all the functions of and being, for the purposes of the Act and the Articles, the members of the Company
“EXECUTED”	includes any mode of execution
“GOVERNOR”	means a member of the Company
“OFFICE”	means the registered office of the Company

“POLL”	means (in the context of voting at any meeting of the Court of Governors) a head count of those present at any such meeting voting for and against a resolution
“SEAL”	means the common seal of the Company
“SECRETARY”	means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary
“THE UNITED KINGDOM”	means Great Britain and Northern Ireland

1.2 Unless the context otherwise requires:-

1.2.1 words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Company; and

1.2.2 words denoting the singular include the plural and vice versa; words denoting any gender include all genders; words denoting persons include firms and corporations and vice versa.

## 2. GOVERNORS

2.1 The present Governors of the Company at the date of adoption of these Articles (for the residue of their respective terms of office which commenced prior to the date of adoption of these Articles) and such other persons as are admitted to membership of the Court of Governors in accordance with the Articles shall be members of the Company. No person shall be admitted as a Governor of the Company unless he or she is approved by the Court of Governors. Every person who wishes to become a Governor shall deliver to the Company an application for membership in such form as the Council requires executed by him or her and shall, in such application, agree that his or her membership shall be:-

2.1.1 in the case of academic Governors, for a fixed term of three years;

2.1.2 in the case of student Governors, for a fixed term not exceeding three years agreed by the Court of Governors from time to time; and

2.1.3 in the case of other Governors, for a fixed term not exceeding five years agreed by the Court of Governors from time to time.

2.2 Upon the expiration of such fixed term, such person may reapply for membership as aforesaid and the Court of Governors may approve his or her admission as a Governor for a further fixed term not exceeding the period of the previous fixed term so that two fixed terms may run consecutively. The Court of Governors may (in circumstances which the

Court of Governors considers, in its discretion, to be exceptional), permit Governors to serve for more than two consecutive terms of office.

- 2.3 A Governor may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company but a Governor so withdrawing shall be eligible for reappointment in accordance with and subject to the provisions of Article 2.1 at any time after his or her withdrawal. Membership shall not be transferable and shall cease on death.
- 2.4 The Court of Governors may at any time by ordinary resolution passed at a general meeting of the Governors duly convened in accordance with the Articles remove a Governor notwithstanding that the period of office of his or her Governorship has not expired or that no period of office was prescribed upon his or her appointment as a Governor.
- 2.5 No person who has been adjudicated bankrupt and against whom such adjudication stands unannulled shall be capable of becoming a Governor, and any Governor who is adjudicated bankrupt shall thereupon automatically and without requirement as to notice cease to be a Governor.
- 2.6 The total number of Governors shall not exceed 100 at any time and shall include, inter alia, not less than eleven academic Governors and not less than six student Governors.
- 2.7 The Company is established and run for the purposes expressed in the Memorandum of Association.

### **3. GENERAL MEETINGS**

- 3.1 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting in each year shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 The Council may call general meetings and, on the requisition of Governors pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call such a general meeting, any Council Member or any Governor of the Company may call such a general meeting.

### **4. NOTICE OF GENERAL MEETINGS**

- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a

Council Member shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the Governors entitled to attend and vote thereat; and
- (b) in the case of any other meeting of the Court of Governors, by Governors having a right to attend and vote who together hold not less than 95 per cent of the total voting rights at the meeting of all the Governors.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Governors and to the Council Members and auditors of the Company. No resolution shall be proposed or passed at any such meeting other than a resolution which is relevant to a matter referred to in the notice for such meeting.

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

## **5. APPOINTMENT OF CHAIRMEN AND PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 The Court of Governors may by ordinary resolution appoint one of their number to be the Chairman of the Court of Governors and of the Council and may at any time by ordinary resolution remove him or her from that office.
- 5.2 The Court of Governors may by ordinary resolution appoint two of their number to be Vice Chairmen of the Court of Governors and may at any time by ordinary resolution remove either or both of them from that office.
- 5.3 No business shall be transacted at any meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a Governor, shall be a quorum.
- 5.4 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Governors present may determine.
- 5.5 The chairman of the Court of Governors shall preside as chairman of the meeting, but if the chairman is not present within 15 minutes after the time appointed for holding the meeting then one of the Vice Chairmen of the

Court of Governors may take the chair or (if neither of them is present or willing to do so) then the Governors present shall elect one of their number to be chairman of such meeting.

- 5.6 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded by the chairman or otherwise in accordance with Section 373 of the Act. Subject thereto, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. In the case of an equality of votes (whether on a show of hands or on a poll) the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

## **6. VOTES OF MEMBERS**

- 6.1 On a show of hands and on a poll every Governor present in person shall have one vote.
- 6.2 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 chairman whose decision shall be final and conclusive.

## **7. NUMBER AND AGE OF COUNCIL MEMBERS AND GOVERNORS**

- 7.1 Unless otherwise determined by ordinary resolution, the number of Council Members shall be subject to a maximum of 25 and shall be not less than two.
- 7.2 The provisions of Section 293 of the Act (relating to the retirement of directors on reaching the age limit therein specified) shall not apply and no person shall vacate or be required to vacate his or her office as a Council Member or as a Governor or of any committee of the Council or of the Governors by reason of his or her having attained the age of seventy or any

other age and any person proposed to be appointed or reappointed a Governor or a Council Member or of any committee may be so appointed or reappointed notwithstanding that he or she shall have attained the age of seventy or any other age and no special notice need be given of any resolution for such appointment or reappointment nor (subject to Article 7.3) shall it be necessary to give notice of the age of any person proposed to be appointed or reappointed.

- 7.3 In the event that it is proposed that any person who has attained the age of seventy should be appointed or reappointed a Governor or a Council Member, then the notice of such proposed appointment or reappointment shall specify the age of the person concerned so that the Court of Governors may take the age of any such person into account when considering the appointment or reappointment in question.

## **8. POWERS OF COUNCIL**

- 8.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council which may exercise all the powers of the Company save for the following powers which (in addition to and without limiting any rights and powers conferred upon Governors by the Act or by any other provisions of these Articles) shall be exercised by the Court of Governors:-

- (a) the admission of new Governors of the Company in accordance with Article 2.1;
- (b) the election of members of the Court of Governors, including the chairman and vice chairmen of the Court of Governors;
- (c) the appointment of such committees of the Court of Governors as the Court of Governors may from time to time consider appropriate;
- (d) the appointment of Council Members in accordance with Article 10;
- (e) any amendment to the memorandum and articles of association of the Company;
- (f) the appointment of the Company's external auditors;
- (g) the removal of any Council Member in accordance with section 303 of the Act.

No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council.

8.2 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

## **9. DELEGATION OF COUNCIL'S POWERS**

9.1 Subject as provided in this Article 9, the Council may delegate any of its powers to any committee consisting of one or more Council Members or other persons. The Council may also delegate to any individual Council Member or other executive or officer of the Company such of its powers as it considers desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Council so far as they are capable of applying.

9.2 Where there is any delegation the Council shall:

- (a) inform the delegate in writing of the limits of the Council's powers; and
- (b) lay down a detailed policy in writing for the performance of the function duty or responsibility and inform the delegate in writing of any changes to it as soon as reasonably practicable; and
- (c) ensure that the terms of the delegated authority are clearly set out in writing to the delegate; and
- (d) ensure that they are kept informed and review on a regular basis the exercise by the delegate of the delegated authority; and
- (e) take all reasonable care to ensure that the delegate complies with the terms of the delegated authority.

9.3 Where any delegation is made it shall be on terms that:

- (a) the delegate shall comply with the terms of the delegated authority; and
- (b) the delegate shall not do anything that the Council does not have the power to do; and
- (c) the Council may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with this Article 9; and
- (d) the Council may give directions to the delegate as to the manner in which the delegate is to report to it the exercise of the delegated authority.

9.4 The Council shall not however delegate the following matters:-

- (a) decisions concerning the determination of the educational character

- and mission of the Company;
- (b) final approval of the annual estimates of income and expenditure for the Company;
  - (c) ensuring the solvency of the Company and the safeguarding of its assets;
  - (d) any other matters which are to be exercised by or require the approval of the Court of Governors.

## **10. APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS**

- 10.1 At the general meeting of the Court of Governors held in July each year, each and every Council Member shall offer himself or herself for re-election by the Court of Governors and if not so re-elected (or if not deemed re-elected pursuant to Article 10.2), he or she shall retire from office as a Council Member at the conclusion of such general meeting.
- 10.2 If the Company, at the meeting at which a Council Member offers himself for re-election does not pass a resolution approving such re-election, the Council Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting a resolution for the re-appointment of the Council Member is put to the meeting and lost.
- 10.3 No person other than a Council Member re-elected in accordance with Article 10.2 shall be appointed or re-appointed a Council Member at any general meeting:
- (a) if such appointment or reappointment causes the membership and/or constitution of the Council to contravene Article 10.5; and
  - (b) unless his or her appointment or reappointment is (subject to Article 10.2) approved by an ordinary resolution of the Court of Governors.
- 10.4 Subject as aforesaid, the Company may by ordinary resolution of the Court of Governors appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member (subject to Article 10.5).
- 10.5 The full composition of the Council shall be as follows:-
- (a) 14 Council Members shall be lay Governors (including, ex-officio, the Chairman and Vice Chairmen of the Court of Governors);
  - (b) 6 Council Members shall be elected academic Governors;
  - (c) 3 Council Members shall be ex-officio academic Governors (being the Director of the Company and the 2 Pro-Directors of the Company); and
  - (d) 2 Council Members shall be students of the Company who are also Governors.

- 10.6 Subject to Article 2.1 and to the provisions of Articles 10.1 to 10.3 (and not so as to increase the maximum number of Council Members to more than 25), one Council Member and one Governor will be elected on the nomination of the University of London.
- 10.7 Subject to Article 2.1 and to the provision of Articles 10.1 to 10.3, the term of office of each Council Member (other than the Chairman of the Court of Governors and of the Council and other than the Vice Chairmen of the Court of Governors and other than Council Members who are students of the Company and also Governors) shall (without prejudice to the provisions of Article 11) be for a fixed term of three years but upon the expiration of such fixed term (and subject to a positive review and recommendation by the nominations committee of the Company) such fixed term shall automatically be renewed for a further fixed term not exceeding three years so that two such fixed terms may run consecutively.
- 10.8 In the case of Council Members who are students and Governors of the Company, the term of office will (subject to Article 2.1 and to the provisions of Articles 10.1 to 10.3 and without prejudice to the provisions of Article 11) be for such lesser fixed term as the Court of Governors may from time to time determine.
- 10.9 In the case of the Chairman of the Court of Governors and of the Council and the Vice Chairmen of the Court of Governors, (subject to Article 2.1 and to the provisions of Articles 10.1 to 10.3 and without prejudice to the provisions of Article 11), the term of office shall be decided by the Court of Governors from time to time and such term may be for a fixed term of three years but upon the expiration of such fixed term, (and subject to a positive review and recommendation by the appropriate selection committee of the Company) such fixed term shall automatically be renewed for a further fixed term not exceeding three years so that two such fixed terms may run consecutively. The Court of Governors may (in circumstances which the Court of Governors considers, in its discretion, to be exceptional), permit the Chairman of the Court of Governors and of the Council and/or either or both of the Vice Chairmen of the Court of Governors to serve for a third term of office not exceeding three years.

## **11. DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS**

11.1 The office of a Council Member shall be vacated if:

- (a) he or she ceases to be a Council Member by virtue of any provision of the Act or he or she becomes prohibited by law from being a director or a charity trustee; or
- (b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (c) he or she is, or may be, suffering from mental disorder and either:

- (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (d) he or she resigns his or her office by notice to the Company; or
- (e) he or she shall for more than 6 consecutive months have been absent without permission of the Council from Council meetings held during that period and the Council resolves that his or her office be vacated; or
- (f) he or she is removed as a Council Member by the Court of Governors in accordance with the powers conferred upon the Court of Governors by Section 303 of the Act or retires from office pursuant to Article 10.1; or
- (g) he or she ceases to be a Governor.

## **12. REMUNERATION OF GOVERNORS AND COUNCIL MEMBERS**

12.1 The provisions of Clauses 4 and 6 of the Memorandum of Association as to the remuneration of Governors and Council Members shall apply.

## **13. GENERAL MANAGEMENT**

13.1 Subject to the provisions of the Memorandum of Association and of the Articles and of the Act, the activities of the Company shall be carried on in such manner and subject to such bye-laws as the Council shall from time to time determine provided that the Council shall not make any bye-laws or regulations which would amount to such an alteration of or addition to the Articles as could only legally be made by a special resolution of the Court of Governors.

13.2 Everyone shall be entitled to equal treatment on the basis of individual merit and without unfair discrimination as regards admission to and membership of the Court of Governors, and status as a Governor, Council Member, officer or employee of the Company, and as a student or other individual associated with the Company, and as regards access to the benefits, facilities and services provided by the Company.

13.3 Every Governor, Council Member, officer and employee of the Company, and every student and other individual associated with the Company, shall

be entitled to freedom of thought, conscience and religion, to hold opinions without interference, disability or disadvantage, and to freedom of expression within the law, including the right to seek, receive and impart information and ideas of all kinds.

13.4 Each Council Member shall be entitled to have access to such information, documents and records of the Company as is necessary from time to time for the proper discharge of their duties.

#### **14. COUNCIL MEMBERS' INTERESTS**

14.1 Subject to the provisions of the Act and the Memorandum of Association (and in particular, but without limitation, subject to the provisions of clauses 4 and 6 of the Memorandum of Association) and provided that he or she has disclosed to the Company the nature and extent of any material interest of him or her, a Council Member notwithstanding his or her office:

- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his or her office, be accountable to the Company for any benefit which he or she derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

14.2 For the purposes of Article 14.1:

- (a) a general notice given to the Company that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified provided that the Council Member concerned reminds the Council thereof at the Council meeting at which a resolution is put to consider any relevant transaction or arrangement; and
- (b) an interest of which a Council Member has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of him or her.

## **15. APPLICATION OF INCOME**

- 15.1 Subject to the provisions of the Articles, the Council shall have the entire control of the income of the Company arising from every source, and including all fees, subscriptions grants, rents or other current receipts, and such income shall be applied to any of the purposes of the Company.
- 15.2 The Council may from time to time accept donations, subscriptions, legacies, gifts and endowments, either of money or property of any description whatsoever, and apply the same and the interest and accumulations thereof for or towards the general purposes and benefit of the Company or for or towards any exhibition, scholarship, lectureship, or professorship, or other special object connected with the Company, according to the judgement of the Council and the directions of the respective donors, subscribers or founders (if any) and on any conditions which the Council may approve.
- 15.3 The Council may apply any part of the Company's capital or income for the founding of any exhibitions, scholarships, or other prize appointments or premiums.

## **16. PROCEEDINGS OF COUNCIL**

- 16.1 Subject to the provisions of the Articles, the Council may regulate its proceedings as it thinks fit. The Secretary may, and at the request of a majority of Council Members or at the request of the Director of the Company, shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 16.2 The quorum for the transaction of the business of the Council shall be ten of whom at least six shall be lay Governors. If a meeting of Council is quorate, but less than half the members present are lay Governors, a majority of the lay Governors present shall be able to require that a decision be deferred to the next meeting of Council. However, no decision shall be deferred more than once under this provision.
- 16.3 The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number, but if the number of Council Members is less than the number fixed as the quorum the continuing Council Members or Council Member may act only for the purpose of calling a general meeting.
- 16.4 The chairman of the Court of Governors and of the Council appointed pursuant to Article 5.1 shall, unless he or she is unwilling to do so, preside at every meeting of Council at which he or she is present. If there is no Council Member holding that office, or if the Council Member holding it is

unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.

- 16.5 All acts done by a meeting of Council, or of a committee of Council, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
- 16.6 Save as otherwise provided by the Articles, a Council Member shall not vote at a meeting of Council or of a committee of Council on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Council Member shall be treated as an interest of the Council Member.
- 16.7 A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

## **17. SECRETARY**

- 17.1 Subject to the provisions of the Act, the Secretary of the Company shall be appointed on the authority of the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **18. MINUTES**

- 18.1 The Council shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Company, and of the Council, and of committees of Council, including the names of the Council Members and/or Governors present at each such meeting.

## **19. THE SEAL**

- 19.1 The Seal shall only be used by the authority of the Council in accordance with prescribed procedures from time to time.

## **19A THE ACADEMIC STAFF ANNEX**

- 19A.1 The provision in the Academic Staff Annex to the Articles shall apply to

any member of the academic staff described therein. Each and every reference in the said Annex to the Standing Committee shall be deemed instead to be a reference to the Council and each and every reference in the said Annex to the Council of Management or to the Council shall be deemed instead to be a reference to the Court of Governors. The said Annex shall continue to apply incorporating such modifications mutatis mutandis.

19A.2 No special resolution duly passed by an extraordinary general meeting or other meeting of the Court of Governors which would have the effect of modifying the provision in the said Annex to the Articles shall have that effect unless it has been approved by the Privy Council.

## **20. SITE AND BUILDINGS**

20.1 The Company may purchase or acquire from time to time all such sites and buildings as the Council may think necessary for the purposes of the Company and every purchase or acquisition made by the Company in pursuance of this power may be on such terms as the Council shall think fit; and the Council may authorise any one or more Council Member or any other person on behalf of the Company to enter into any contract on behalf of the Company for the purchase or acquisition of any such sites or buildings as aforesaid, and every contract so entered into shall be binding on the Company.

20.2 Subject to the provisions of the Memorandum of Association, the Company may pull down, alter or rebuild the existing or any future buildings to be hereafter acquired by the Company and also from time to time upon any site which may be so purchased or acquired as aforesaid, and may also erect or provide such buildings as the Council may think necessary, including all proper necessary lecture-rooms, libraries, laboratories, gymnasia and other rooms, and buildings suitable for the purposes of the Company, and including, if the Council should think it advisable, houses for the residence of the principal, teachers and officers of the Company or any of them, or any other officer or servant of the Company, or of students or other persons, and may maintain and from time to time alter, enlarge or improve such buildings as the Council may think proper, and shall furnish all buildings for the time being used for the purposes of the Company with such fixtures, furniture and fittings, and such apparatus, appliances, books, conveniences, and other things as the Council may think necessary from time to time and shall keep the same properly repaired and insured against such risks and in such sum or sums as the Council may consider sufficient.

## **21. NOTICES**

21.1 Any notice to be given to or by any person pursuant to the Articles shall be

in writing.

- 21.2 The Company may give any notice to a Governor either personally or by sending it by post in a prepaid envelope addressed to the Governor at his or her registered address or by leaving it at that address. A Governor whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such Governor shall be entitled to receive any notice from the Company.
- 21.3 A Governor present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 21.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **22. WINDING UP**

- 22.1 On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

## **23. INDEMNITY**

- 23.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every Council Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

	<b>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</b>	<b>NAMES AND ADDRESSES OF WITNESSES</b>
1.	SIDNEY JAMES WEBB 41 Grosvenor Road, Westminster Member of the London County Council	W.A.S. HEWINS The Rowans Putney Common S.W.
2.	ALFRED COMYNS LYALL Member of India Council 18 Queen's Gate, London	JOHN O. MILLER E.I.U.S. Club 16 St. James's Square S.W.
3.	WILLIAM GARNETT Downshire Hill House, N.W Secretary of the Technical Education Board of the London County Council.	B.M. ALLEN 20 Well Walk Hampstead, N.W
4.	CHARLOTTE F. SHAW 10 Adelphi Terrace, London W.C., wife of G. Bernard Shaw	W.A.S. HEWINS The Rowans Putney Common S.W.
5.	JERVOISE ATHELSTANE BAINES Member of the London County Council, The Reform Club	J. MCKILLOP Secretary to the Director of the London School of Economics 10 Adelphi Terrace W.C
6.	W P REEVES 13 Victoria Street Westminster Agent General for New Zealand	ARTHUR VEALE 13 Victoria Street SW
7.	EDWARD ARTHUR WHITTUCK B.C.L., M.A., Oriel College Oxford 77 South Audley Street London W.	W.A.S. HEWINS The Rowans Putney Common S.W.

Dated this twelfth day of June, 1901.

THE COMPANIES ACT 1948

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COMPANY LIMITED BY GUARANTEE

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**SPECIAL RESOLUTIONS**

(PURSUANT TO THE COMPANIES ACT, 1948, SECTION 141)

OF

The London School of Economics  
and Political Science

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Passed 10th December, 1959

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At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held in the Board Room on Thursday, 10th December 1959, the following SPECIAL RESOLUTIONS were passed:

1. That the Memorandum of Association be altered by the deletion of paragraph 3 (A) (XI) **in toto** and the insertion of a new clause as follows:  
  
"3(A)(XI). To establish and award fellowships, professorships, lectureships, scholarships, exhibitions, prizes, diplomas and certificates, and to conduct examinations."
2. That the Articles of Association be altered by the deletion of the final paragraph of Article 6.

BRIDGES  
Chairman

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## NOTE ON ARTICLES 3 AND 6

The previous version of Clause 3(A)(XI) read:

"To establish and award professorships, lectureships, scholarships, exhibitions, prizes, and certificates, and to conduct examinations. Provided that the Corporation shall not grant diplomas or titles, and that any certificate granted by the Corporation shall express on the face of it that it merely expresses the result of an examination held on behalf of the Corporation."

The final paragraph of Article 6 read:

"Any government department, public body, or company contributing annually to the funds of the Corporation not less than 300 shall have the right to nominate an additional member of the Corporation for every 300 per annum so contributed, provided that in no case shall any one body acquire the right to nominate more than two-fifths of the whole Corporation."

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COMPANY LIMITED BY GUARANTEE

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**SPECIAL RESOLUTION**

OF

The London School of Economics  
and Political Science

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Passed 12th December 1991

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At an Extraordinary General Meeting of the Members of the above named Company, duly convened, and held at 5.00 p.m. on Thursday 12 December 1991, the following Special Resolution was duly passed:-

THAT the Memorandum and Association of the Company be amended by:

- (a) the deletion of the words, "provided that the Corporation shall not become a member of or affiliate to any association which pays dividends or profits to its members", from Clause 3(B) thereof; and
- (b) by the insertion of the words "money and/or" in the first line of Clause 3(H) thereof immediately after the words "as may seem expedient to raise".

SIR PETER PARKER  
Chairman of the  
Court of Governors

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COMPANY LIMITED BY GUARANTEE

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**SPECIAL RESOLUTION**

OF

The London School of Economics  
and Political Science

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Passed 2nd July 1992

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At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Houghton Street London WC2A 2AE on 2 July 1992 the following Special Resolution was duly passed:

THAT the Memorandum and Articles of Association of the Company be amended by:

1. Deleting the words "for all classes and demoninations without any distinction whatsoever" in lines 1 and 2 of Clause 3(A)(III) and inserting the words "or research" after the word "education" in line 3 so that the clause reads as follows:

"To provide opportunities and encouragement for pursuing a regular and liberal course of education or research of the highest grade and quality in the various branches of knowledge dealt with by the institution and especially those prescribed or required by the University of London from time to time."

2. Adding a new Clause 3(A)(XII) to the Memorandum as follows:

"3(A)(XII) To assist students or particular categories of students financially or otherwise to pursue a course of education or research at the institution and to provide generally for their well-being."

3. Repealing Article 28 and substituting the following:

"(A) Everyone shall be entitled to equal treatment on the basis of individual merit and without unfair discrimination as regards admission to and membership of the Corporation, and status as a member, officer or employee of the Corporation, and as a student or other individual associated with the Corporation, and as regards access to the benefits, facilities and services provided by the Corporation.

(B) Every member, officer and employee of the Corporation, and every

student and other individual associated with the Corporation, shall be entitled to freedom of thought, conscience and religion, to hold opinions without interference, disability or disadvantage, and to freedom of expression within the law, including the right to seek, receive and impart information and ideas of all kinds."

SIR PETER PARKER  
Chairman of the  
Court of Governors

#### NOTE ON ARTICLE 28

The text of the deleted Article 28 read: "No religious, political or economic test or qualification shall be made a condition for or disqualify from receiving any of the benefits of the Corporation, or holding any office therein: and no member of the Corporation, or professor, lecturer or other officer thereof, shall be under any disability or disadvantage by reason only of any opinions that he may hold or promulgate on any subject whatsoever."

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COMPANY LIMITED BY GUARANTEE

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**SPECIAL RESOLUTION**

OF

The London School of Economics  
and Political Science

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Passed 1st July 1993

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At an Extraordinary General Meeting of the members of the above named Company, duly convened, and held at Houghton Street, London, WC2A 2AE on Thursday 1st July 1993, the following Special Resolution was duly passed:-

THAT the Memorandum of Association of the Company be amended by deleting existing paragraph (H) of Clause 3 and substituting the following paragraph in lieu thereof:-

"(H) On such terms as may seem expedient, to raise money and/or loans on such security (if any) as may be thought fit and to issue any bonds, loan stock, debentures or debenture stock whether perpetual, irredeemable or otherwise and to grant rights, indemnities, or other privileges in connection therewith and to borrow money at interest and to sell, exchange, develop, lease or mortgage or otherwise deal with any of the property and rights which might be acquired or held for these present objects, or any of them and to give guarantees and/or indemnities in respect of the obligations of third parties, including subsidiaries of the Corporation, and to enter into transactions with lenders and/or third parties for the purpose of managing the risk to the Corporation arising from changes in interest rates on loans and/or other borrowings of the Corporation from time to time or other factors affecting the activities or finances of the Corporation."

SIR PETER PARKER  
Chairman of the  
Court of Governors

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE

**SPECIAL RESOLUTION OF**

The London School of Economics and Political Science (registered No: 70527)

**PASSED ON 29 JUNE 1995**

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Houghton Street London WC2A 2AE on 29 June 1995, the following Special Resolution was duly passed:

THAT the Memorandum of Association of the Company be amended as follows:-

1. By adding a new clause 3(A)(XIII) to the Memorandum as follows:

"3(A)(XIII) To establish, support, maintain, subscribe to, and/or act as trustee of any trust, institution, society, club, fund or scheme which may be for the benefit of any persons who are or have been employees of or who are serving or have served the Corporation or any company which is a subsidiary of the Corporation and/or for the benefit of the husbands, wives, widows, widowers, children and other relatives, dependants and/or co-habitees of such persons; and to give or award pensions, annuities, gratuities, and superannuation or other allowances, benefits or charitable aid and generally to provide loans, advantages, facilities and services for any persons who are or have been employees of or who are serving or have served the Corporation, or any company which is a subsidiary of the Corporation and for the husbands, wives, widows, widowers, children and other relatives, dependants and/or co-habitees of such persons."

2. By inserting the following after the words "salaries or fees otherwise payable" on the first and second lines of clause 6(a) of the Memorandum:

"or other benefits of the nature described in paragraph (XIII) of Clause 3(A)"

3. By inserting the words "or the Director" after the words "academic staff" on the second line of clause 6(a) of the Memorandum.

Sir Peter Parker  
Chairman of the Court of Governors

[copy]

R 8812

**LICENCE BY THE BOARD OF TRADE**

**SEAL PURSUANT TO SECTION 23 OF THE  
COMPANIES ACT, 1867**

WHEREAS it has been proved to the Board of Trade that the Incorporated London School of Economics and Political Science which is about to be registered under the Companies Acts, 1862 to 1900, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd Section of the Companies Act, 1867, and that it is the intention of the said Corporation that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association of the said Corporation, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are, or have been, members of the said Corporation or to any of them, or to any persons claiming through any of them.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Corporation as subscribed by seven members thereof on the 12th day of June, 1901, do by this their licence direct the Incorporated London School of Economics and Political Science to be registered with limited liability, without the addition of the word "Limited" to its name.

Signed by order of the Board of Trade, this 14th day of June 1901.

T.W.P. BLOMEFIELD  
An Assistant Secretary  
to the Board of Trade

[copy]

No. 70527

**CERTIFICATE OF INCORPORATION**

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I HEREBY CERTIFY that the Incorporated London School of Economics and Political Science (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1862 to 1900, and that the Company is LIMITED.

Given under my hand at London this Eighteenth day of June, One Thousand Nine Hundred and One.

ERNEST CLEAVE  
Registrar of  
Joint Stock Companies

Fees and Deed Stamps... .6.12.6.

No. of Certificate 70527

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STATUTORY INSTRUMENTS

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1993 No 1043

**UNIVERSITIES AND COLLEGES**

The University Commissioners (Statute Modifications)

(The London School of Economics and Political Science) Order 1993

Made

31st March 1993

At the Court at Buckingham Palace, the 31st day of March 1993

Present,

The Queen's Most Excellent Majesty in Council

Whereas the University Commissioners, in exercise of the powers conferred on them by section 204 of the Education Reform Act 1988 (a), and having undertaken consultations as required by section 205 of the said Act, have duly made modifications, as set out in the Schedule to this Order, to the statutes of The London School of Economics and Political Science:

And whereas the said modifications have been submitted to Her Majesty in Council for approval:

Now, therefore, Her Majesty, having taken the said modifications into consideration, is pleased, by virtue and in exercise of powers conferred by the said section 204 or otherwise in Her Majesty vested, by and with the advice of Her Privy Council, to approve the same.

N. H. Nichols

Clerk of the Privy Council

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(a) 1988 c.40

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

The London School of Economics and Political Science

Passed 9 December 1999

At a Special General Meeting of the members of the above named Company, duly convened, and held at Houghton Street, London WC2A 2AE on Thursday 9 December 1999, the following Special Resolution was duly passed:-

*Adoption of the new Articles of Association*

- (a) that, subject to such further amendments as the Lords of the Privy Council may require, the new Articles of Association attached at Annex A be approved and adopted;
- (b) that the said new Articles of Association shall come into force with immediate effect;
- (c) that the said new Articles of Association are in substitution for the existing Articles of Association which shall be abrogated with immediate effect;

*Consequential changes to governance*

- (d) that members of the Standing Committee specified in Annex B become members of the Council, to 31 July 2000 in the first instance, with immediate effect;
- (e) that the revised terms of office set out in Annex B be applied to the elected members of the Council with immediate effect;
- (c) that the Standing Committee be dissolved with immediate effect;
- (d) that the following committees of the Standing Committee now become committees of the Council:-

- Inter Meeting Group
- Special Inter Meeting Group
- Finance and General Purposes Committee
- Audit Committee
- Remuneration Committee
- Equal Opportunities Committee
- External Relations Committee
- Free Speech Group

Library Panel  
Steering Group for Lionel Robbins Building Redevelopment  
Steering Committee for New Residential Accommodation Projects  
Health and Safety Committee  
Site Development Committee  
Investments Committee

- (e) that representatives on the following bodies (previously appointed by the Standing Committee) be appointed by the Council with immediate effect:-

Joint Negotiating and Consultative Committee of the LSE and the Local Association of University Teachers (JNCC)  
Pasold Research Fund  
Library Committee  
Student Support and Liaison Committee

- (f) that all trust fund management committees with the terms of reference and membership as approved by the Court on 1 July become committees of the Council with immediate effect;

- (g) that representatives on the following bodies be elected by the Council with immediate effect:-

Panel of Lay Governor Members for Board of Discipline and the 1994 Education Act  
Lay Governor Panel to hear Appeals under the Academic Annex  
Population Investigation Committee  
Careers Service Committee

*Other governance changes*

- (a) that the Lay Appointments Committee and the Shadow Nominations Committee be dissolved with immediate effect;
- (b) that the Nominations Committee be constituted, and its members be elected , with immediate effect as set out in Annex C;
- (h) that governors who are not members of the Council be invited to resign their company directorship of LSE with immediate effect;
- (d) that the Working Group on Governance be discharged, with thanks.

The Lord Grabiner of Aldwych, QC  
Chairman of the Court of Governors

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

The London School of Economics and Political Science

Passed 16 March 2006

At a Extraordinary General Meeting of the members of the above named Company, duly convened, and held at Houghton Street, London WC2A 2AE on Thursday 16 March 2006, the following Special Resolution was duly passed:-

THAT

1. Paragraph 3A (VIII) of the Memorandum be amended as follows

"To organise, promote and supply lectures, class teaching, seminars and individual tuition and also public meetings, conferences and discussions, either in the daytime or in the evening. To award degrees, diplomas, certificates and other marks of distinction to those persons satisfying the conditions for their award as determined from time to time, including degrees, diplomas, certificates and other marks of distinction awarded by the Corporation in conjunction with another institution or institutions; the implementation of any awards to be administered by the Academic Board on behalf of the Council in accordance with the Articles of Association and the bye-laws or regulations approved by Council from time to time."

2. that Article 8.1 be amended by the removal of the following powers reserved to the Court:

8.1(f) the appointment of the Director of the School;

8.1(g) formal approval of the audited annual accounts of the company.

The Lord Grabiner of Aldwych, QC  
Chairman of the Court of Governors

STATUTORY INSTRUMENTS

1993 No 1043

**UNIVERSITIES AND COLLEGES**

The University Commissioners (Statute Modifications)

(The London School of Economics and Political Science) Order 1993

Made

31st March 1993

At the Court at Buckingham Palace, the 31st day of March 1993

Present,

The Queen's Most Excellent Majesty in Council

Whereas the University Commissioners, in exercise of the powers conferred on them by section 204 of the Education Reform Act 1988 (a), and having undertaken consultations as required by section 205 of the said Act, have duly made modifications, as set out in the Schedule to this Order, to the statutes of The London School of Economics and Political Science:

And whereas the said modifications have been submitted to Her Majesty in Council for approval:

Now, therefore, Her Majesty, having taken the said modifications into consideration, is pleased, by virtue and in exercise of powers conferred by the said section 204 or otherwise in Her Majesty vested, by and with the advice of Her Privy Council, to approve the same.

N. H. Nichols  
Clerk of the Privy Council

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(a) 1988 c.40

## **SCHEDULE**

### **UNIVERSITY COMMISSIONERS**

#### **MODIFICATIONS TO THE ARTICLES OF ASSOCIATION OF**

#### **THE LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE**

MODIFICATIONS MADE BY THE UNIVERSITY COMMISSIONERS IN EXERCISE OF THE POWERS CONFERRED ON THEM BY SECTION 204 OF THE EDUCATION REFORM ACT 1988 IN RELATION TO THE LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE, COPIES HAVING BEEN DULY SENT TO EACH OF THE PERSONS SPECIFIED IN SECTION 205(2) AFFORDING THOSE PERSONS A REASONABLE OPPORTUNITY OF MAKING REPRESENTATIONS AS TO THE ISSUES ARISING, ARE NOW SUBMITTED FOR THE APPROVAL OF HER MAJESTY THE QUEEN IN COUNCIL.

WHEREAS we were appointed under Section 202 of the Education Reform Act 1988 to be University Commissioners to exercise, in accordance with subsection (2) of the said Section, in relation to the London School of Economics and Political Science, being a qualifying institution, the functions assigned to us by Sections 203 to 207 of the said Act;

AND WHEREAS under subsection (3) of Section 203 of the said Act we are required to exercise the powers conferred on us by Section 204 thereof with a view to securing that no instrument which would have the effect of modifying the provision hereby made shall have that effect unless it has been approved by the Privy Council;

AND WHEREAS in exercise of the powers conferred on us by subsection (8) of Section 203 of the said Act, we are enabled to designate, in relation to an institution, any regulations ordinances or other instruments which, in our opinion, serve as statutes for the purposes of that institution;

AND WHEREAS it is our opinion that the Articles of Association of the London School of Economics and Political Science serve as statutes of the said School for the purposes of Sections 203 to 206 of the Education Reform Act 1988;

NOW THEREFORE we, the University Commissioners, DESIGNATE the said Articles as statutes for the purposes of the said sections AND DO HEREBY MODIFY the said Articles of Association in the manner following:

By inserting after Article 19 the following new Article:

"19A. - (1) The provision in the Academic Staff Annex to these Articles shall apply to any member of the academic staff described therein.

(2) No Special Resolution duly passed by an Extraordinary General Meeting or Other Meeting of the Members of the Corporation of the London School of Economics and Political Science which would have the effect of modifying the provision in the said Annex to these Articles shall have that effect unless it has been approved by the Privy Council."

By adding at the end of the Articles the following new Annex:

**ANNEX TO ARTICLE 19A MADE BY THE UNIVERSITY COMMISSIONERS  
ACADEMIC STAFF  
PART I CONSTRUCTION, APPLICATION AND INTERPRETATION**

Construction

1. This Annex and any bye-law made under this Annex shall be construed in every case to give effect to the following guiding principles, that is to say -
  - (a) to ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;
  - (b) to enable the School to provide education, promote learning and engage in research efficiently and economically; and
  - (c) to apply the principles of justice and fairness.

Reasonableness of decisions

2. No provision in Part II or Part III shall enable the body or person having the duty to reach a decision under the relevant Part to dismiss any member of the academic staff unless the reason for his dismissal may in the circumstances (including the size and administrative resources of the School) reasonably be treated as a sufficient reason for dismissing him.

Application

3. (1) This Annex shall apply
  - (a) to Professors, Readers, Senior Lecturers and Lecturers;
  - (b) to research fellows, research officers and other senior staff holding academic related posts, being posts recognised by the Standing Committee for the purposes of this Annex; and
  - (c) to the Director to the extent and in the manner set out in Part VII.
- (2) In this Annex any reference to "academic staff" is a reference to persons to whom this Annex applies.

Interpretation

Meaning of "dismissal"

4. In this Annex "dismiss" and "dismissal" mean dismissal of a member of the academic staff and -
  - (a) include remove or, as the case may be, removal from office; and

- (b) in relation to employment under a contract, shall be construed in accordance with section 55 of the Employment Protection (Consolidation) Act 1978.

Meaning of "good cause"

5 (1) For the purposes of this Annex "good cause" in relation to the dismissal or removal from office or place of a member of the academic staff, being in any case a reason which is related to conduct or to capability or qualifications for performing work of the kind which the member of the academic staff concerned was appointed or employed to do, means -

- (a) conviction for an offence which may be deemed by a Tribunal appointed under Part III to be such as to render the person convicted unfit for the execution of the duties of the office or employment as a member of the academic staff; or
- (b) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or employment; or
- (c) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office; or
- (d) physical or mental incapacity established under Part IV.

(2) In this paragraph -

- (a) "capability", in relation to such a member, means capability assessed by reference to skill, aptitude, health or any other physical or mental quality; and
- (b) "qualifications", in relation to such a member, means any degree, diploma or other academic, technical or professional qualification relevant to the office or position held by that member.

Meaning of "redundancy"

6. For the purposes of this Annex dismissal shall be taken to be a dismissal by reason of redundancy if it is attributable wholly or mainly to -

- (a) the fact that the School has ceased, or intends to cease, to carry on the activity for the purposes of which the member of the academic staff concerned was appointed or employed by the School, or has ceased, or intends to cease, to carry on that activity in the place in which the member concerned worked; or
- (b) the fact that the requirements of that activity for members of the academic staff to carry out work of a particular kind, or for members of the academic staff to carry out work of a particular kind in that place, have ceased or diminished or are expected to cease or diminish.

Incidental, supplementary and transitional matters

7. (1) In any case of conflict, the provisions of this Annex shall prevail over any other provisions of the Articles and over those of the bye-laws and the provisions of any bye-laws made under this Annex shall prevail over those of any other bye-laws:

Provided that Parts III and VII of this Annex shall not apply in relation to anything done or omitted to be done before the date on which the instrument making these modifications was approved under subsection (9) of section 204 of the Education Reform Act 1988.

- (2) Nothing in any appointment made, or contract entered into, shall be construed as over-riding or excluding any provision made by this Annex concerning the dismissal of a member of the academic staff by reason of redundancy or for good cause:

Provided that nothing in this sub-paragraph shall prevent waivers made under section 142 of the Employment Protection (Consolidation) Act 1978 from having effect.

- (3) Nothing in any other Articles shall enable the Standing Committee to delegate its power to reach a decision under paragraph 10(2) of this Annex.

- (4) Nothing in any other Articles or in any bye-laws made thereunder shall authorise or require any person to sit as a member of any Committee, Tribunal or body appointed under this Annex or to be present when any such Committee, Tribunal or body is meeting to arrive at its decision or for the purpose of discussing any point of procedure.

- (5) Any reference in this Annex to the University, to the Vice-Chancellor of the University or to Appointed Teachers of the University is a reference to the University of London, or to the Vice-Chancellor or Appointed Teachers of the University of London as the case may be.

- (6) In this Annex -

- (a) references to numbered Parts, paragraphs, and sub-paragraphs are references to Parts, paragraphs, and sub-paragraphs so numbered in this Annex; and
- (b) words importing the masculine shall include the feminine and, unless the context otherwise requires, words in the singular shall include the plural and words in the plural shall include the singular.

## **PART II REDUNDANCY**

### Purpose of Part II

8. This Part enables the Standing Committee, as the appropriate body, to dismiss any member of the academic staff by reason of redundancy.

### Exclusion from Part II of persons appointed or promoted before 20th November 1987

9. - (1) Nothing in this Part shall prejudice, alter or affect any rights, powers or duties of the School or apply in relation to a person unless -

- (a) his appointment is made, or his contract of employment is entered into, on or after 20th November 1987; or
- (b) he is promoted on or after that date.

(2) For the purposes of this paragraph in relation to a person, a reference to an appointment made or a contract entered into on or after 20th November 1987 or to promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.

### The Appropriate Body

10. - (1) The Standing Committee shall be the appropriate body for the purposes of this Part.

(2) This paragraph applies where the appropriate body has decided that it is desirable that there should be a reduction in the academic staff -

- (a) of the School as a whole; or
- (b) of any department or other similar area of the School by way of redundancy.

11. - (1) Where the appropriate body has reached a decision under paragraph 10(2) it shall appoint a Redundancy Committee to be constituted in accordance with sub-paragraph (3) of this paragraph to give effect to its decision by such date as it may specify and for that purpose

- (a) to select and recommend the requisite members of the academic staff for dismissal by reason of redundancy; and
- (b) to report their recommendations to the appropriate body.

(2) The appropriate body shall either approve any selection recommendation made under sub-paragraph (1), or shall remit it to the Redundancy Committee for further consideration in accordance with its further directions.

(3) A Redundancy Committee appointed by the appropriate body shall comprise -

- (a) a Chairman; and
- (b) two members of the Standing Committee, not being persons employed by the School; and
- (c) two members of the academic staff nominated by the Academic Board.

### Notices of intended dismissal

12. - (1) Where the appropriate body has approved a selection recommendation made under paragraph 11 (1) it may authorise an officer of the School as its delegate to dismiss any member of the academic staff so selected.

(2) Each member of the academic staff selected shall be given separate notice of the selection approved by the appropriate body.

(3) Each separate notice shall sufficiently identify the circumstances which have satisfied the appropriate body that the intended dismissal is reasonable and in particular shall include -

- (a) a summary of the action taken by the appropriate body under this Part;
- (b) an account of the selection processes used by the Redundancy Committee;
- (c) a reference to the rights of the person notified to appeal against the notice and to the time within which any such appeal is to be lodged under Part V (Appeals); and
- (d) a statement as to when the intended dismissal is to take effect.

### **PART III DISCIPLINE, DISMISSAL AND REMOVAL FROM OFFICE**

#### Disciplinary Procedures

13. (1) Minor faults shall be dealt with informally.

(2) Where the matter is more serious but falls short of constituting possible good cause for dismissal the following procedure shall be used -

#### Stage 1 - Oral Warning

If conduct or performance does not meet acceptable standards the member of the academic staff will normally be given a formal ORAL WARNING. The member will be advised of the reason for the warning, that it is the first stage of the disciplinary procedure and of the right of appeal under this paragraph. A brief note of the oral warning will be kept but it will be spent after 12 months, subject to satisfactory conduct and performance.

#### Stage 2 - Written Warning

If the offence is a serious one, or if a further offence occurs, a WRITTEN WARNING will be given to the member of the academic staff by the Convenor or Head of the Institute, Research Centre or Service concerned. This will give details of the complaint, the improvement required and the timescale. It will warn that a complaint may be made to the School Secretary seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 if there is no satisfactory improvement and will advise of the right of appeal under this paragraph. A copy of this written warning will be kept by the Convenor or Head of the Institute, Research Centre or Service concerned but it will be disregarded for disciplinary purposes after 2 years subject to satisfactory conduct and performance.

#### Stage 3 - Appeals

A member of the academic staff who wishes to appeal against a disciplinary warning

shall inform the School Secretary within two weeks. The Vice-Chairman of the Appointments Committee shall hear all such appeals and his decision shall be final.

#### Preliminary examination of serious disciplinary matters

14. - (1) If there has been no satisfactory improvement following a written warning given under Stage 2 of the procedure in paragraph 13, or in any other case where it is alleged that conduct or performance may constitute good cause for dismissal or removal from office, a complaint seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 may be made to the School Secretary who shall bring it to the attention of the Director.

(2) To enable the Director to deal fairly with any complaint brought to his attention under sub-paragraph (1) he shall institute such investigations or enquiries (if any) as appear to him to be necessary.

(3) If it appears to the Director that a complaint brought to his attention under sub-paragraph (1) relates to conduct or performance which does not meet acceptable standards but for which no written warning has been given under paragraph 13 or which relates to a particular alleged infringement of rules, regulations or byelaws for which a standard penalty is normally imposed in the School or within the department or other relevant area, or is trivial or invalid he may dismiss it summarily, or decide not to proceed further under this Part.

(4) If the Director does not dispose of a complaint under sub-paragraph (3) he shall treat the complaint as disclosing a sufficient reason for proceeding further under this Part and, if he sees fit, he may suspend the member on full pay pending a final decision.

(5) Where the Director proceeds further under this Part he shall write to the member of the academic staff concerned inviting comment in writing.

(6) As soon as may be following receipt of the comments (if any) the Director shall consider the matter in the light of all the material then available and may -

- (a) dismiss it himself; or
- (b) refer it for consideration under paragraph 13; or
- (c) deal with it informally himself if it appears to the Director appropriate to do so and if the member of the academic staff agrees in writing that the matter should be dealt with in that way; or
- (d) direct the School Secretary to prefer a charge or charges to be considered by a Tribunal to be appointed under paragraph 16.

(7) If no comment is received within 28 days the Director may proceed as aforesaid as if the member concerned had denied the substance and validity of the alleged case in its entirety.

#### Institution of Charges

15. - (1) In any case where the Director has directed that a charge or charges be

preferred under paragraph 14 (6) (d), he shall request the Standing Committee to appoint a Tribunal under paragraph 16 to hear the charge or charges and to determine whether the conduct or performance of the member of the academic staff concerned constitutes good cause for dismissal or otherwise constitutes a serious complaint relating to the member's appointment or employment.

(2) Where the Standing Committee has been requested to appoint a Tribunal under paragraph 16 the School Secretary or, if he is unable to act, another officer appointed by the Director shall take charge of the proceedings.

(3) The officer in charge of the proceedings shall formulate, or arrange for the formulation of, the charge or charges and shall present, or arrange for the presentation of, the charge or charges before the Tribunal.

(4) It shall be the duty of the officer in charge of the proceedings -

- (a) to forward the charge or charges to the Tribunal and to the member of the academic staff concerned together with the other documents therein specified; and
- (b) to make any necessary administrative arrangements for the summoning of witnesses, the production of documents and generally for the proper presentation of the case before the Tribunal.

#### The Tribunal

16. A Tribunal appointed by the Standing Committee shall comprise:

- (a) a Chairman; and
- (b) one member of the Standing Committee, not being a person employed by the School; and
- (c) one member of the academic staff nominated by the Academic Board.

Provided that in any case where the member of the academic staff concerned is an Appointed Teacher of the University, the Tribunal shall include, in addition to the members referred to under sub-paragraphs (b) and (c), two members nominated by the University, not being persons employed by the School.

#### Provisions concerning Tribunal procedure

17. - (1) The procedure to be followed in respect of the preparation, hearing and determination of charges by a Tribunal shall be that set out in bye-laws made under this paragraph.

(2) Without prejudice to the generality of the foregoing such bye-laws shall ensure -

- (a) that the member of the academic staff concerned is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of charges by a Tribunal;
- (b) that a charge shall not be determined without an oral hearing at which

the member of the academic staff concerned and any person appointed by him to represent him are entitled to be present;

- (c) that the member of the academic staff and any person representing the staff member may call witnesses and may question witnesses upon the evidence on which the case against him is based; and
- (d) that full and sufficient provision is made -
  - (i) for postponements, adjournments, dismissal of the charge or charges for want of prosecution, remission of the charge or charges to the Director for further consideration and for the correction of accidental errors; and
  - (ii) for appropriate time limits for each stage (including the hearing) to the intent that any charge thereunder shall be heard and determined by a Tribunal as expeditiously as reasonably practicable.

#### Notification of Tribunal decisions

18. - (1) A Tribunal shall send its decision on any charge referred to it (together with its findings of fact and the reasons for its decision regarding that charge and its recommendations, if any, as to the appropriate penalty) to the Director and to each party to the proceedings.

(2) A Tribunal shall draw attention to the period of time within which any appeal should be made by ensuring that a copy of Part V (Appeals) accompanies each copy of its decision sent to a party to the proceedings under this paragraph.

#### Powers of the appropriate officer where charges are upheld by Tribunal

19. - (1) Where the charge or charges are upheld and the Tribunal finds good cause and recommends dismissal or removal from office, but in no other case, the appropriate officer shall decide whether or not to dismiss the member of the academic staff concerned.

(2) In any case where the charge or charges are upheld, other than where the appropriate officer has decided under sub-paragraph (1) to dismiss the member of the academic staff concerned, the action available to the appropriate officer (not comprising a greater penalty than that recommended by the Tribunal) may be-

- (a) to discuss the issues raised with the member concerned; or
- (b) to advise the member concerned about his future conduct; or
- (c) to warn the member concerned; or
- (d) to suspend the member concerned for such period as the appropriate officer shall think fair and reasonable, not to exceed 3 months after the Tribunal's decision; or
- (e) any combination of any of the above or such further or other action under

the member's contract of employment or terms of appointment as appears fair and reasonable in all the circumstances of the case.

(3) Where the appropriate officer has decided under paragraph (1) to dismiss a member of the academic staff who is an Appointed Teacher of the University, the officer shall inform the Vice-Chancellor of the University so that, subject to the outcome of any appeal by the member of the academic staff under Part V, the University may withdraw from the Teacher the status or title of Professor or Reader of the University.

#### Appropriate Officers

20. - (1) The Director shall be the appropriate officer to exercise the powers conferred by paragraph 19 and any reference to the appropriate officer includes a reference to a delegate of that officer.

(2) Any action taken by the appropriate officer shall be confirmed in writing.

### **PART IV REMOVAL FOR INCAPACITY ON MEDICAL GROUNDS**

21. - (1) This Part makes separate provision for the assessment of incapacity on medical grounds as a good cause for dismissal or removal from office.

(2) In this Part references to medical grounds are references to capability assessed by reference to health or any other physical or mental quality.

(3) In this Part references to the appropriate officer are references to the Director or an officer acting as his delegate to perform the relevant act.

(4) References to the member of the academic staff include, in cases where the nature of the alleged disability so requires, a responsible relative or friend in addition to (or instead of) that member.

22. - (1) Where it appears that the removal of a member of the academic staff on medical grounds would be justified, the appropriate officer -

(a) shall inform the member accordingly; and

(b) shall notify the member in writing that it is proposed to make an application to the member's doctor for a medical report and shall seek the member's consent in writing in accordance with the requirements of the Access to Medical Reports Act 1988.

(2) If the member shares that view the School shall meet the reasonable costs of any medical opinion required.

(3) If the member does not share that view the appropriate officer shall refer the case in confidence, with any supporting medical and other evidence (including any medical evidence submitted by the member), to a Board comprising one person nominated by the Standing Committee; one person nominated by the member concerned or, in default of the latter nomination, by the Academic Board; and a medically qualified chairman jointly agreed by the Standing Committee and the member or, in default of agreement, to be nominated by the President of the Royal College of Physicians.

(4) The Board may require the member concerned to undergo medical examination at the School's expense.

### Termination of Employment

23. If the Board determines that the member shall be required to retire on medical grounds, the appropriate officer shall direct the School Secretary or his delegate to terminate the employment of the member concerned on those medical grounds.

## **PART V APPEALS**

### Purpose of Part V

24. This Part establishes procedures for hearing and determining appeals by members of the academic staff who are dismissed or under notice of dismissal or who are otherwise disciplined.

### Application and interpretation of Part V

25. - (1) This Part applies -

- (a) to appeals against the decisions of the Standing Committee as the appropriate body (or of a delegate of that body) to dismiss in the exercise of its powers under Part II;
- (b) to appeals arising in any proceedings, or out of any decision reached, under Part III other than appeals under paragraph 13 (Appeals against disciplinary warnings);
- (c) to appeals against dismissal otherwise than in pursuance of Part II or Part III;
- (d) to appeals against discipline otherwise than in pursuance of Part III; and
- (e) to appeals against decisions reached under Part IV and "appeal" and "appellant" shall be construed accordingly.

(2) No appeal shall however lie against -

- (a) a decision of the appropriate body under paragraph 10(2);
- (b) the findings of fact of a Tribunal under paragraph 18(1) save where, with the consent of the person or persons hearing the appeal, fresh evidence is called on behalf of the appellant at that hearing;
- (c) any finding by a Board set up under paragraph 22 (3).

(3) In this Part references to "the person appointed" are references to the person appointed by the Standing Committee under paragraph 28 to hear and determine the relevant appeal.

(4) The parties to an appeal shall be the appellant and the School Secretary and any

other person added as a party at the direction of the person appointed.

### Institution of Appeals

26. A member of the academic staff shall institute an appeal by serving on the School Secretary, within the time allowed under paragraph 27, notice in writing setting out the grounds of the appeal.

### Time for appealing and notices of appeal

27. - (1) A notice of appeal shall be served within 28 days of the date on which the document recording the decision appealed from was sent to the appellant or such longer period, if any, as the person appointed may determine under sub-paragraph (3).

(2) The School Secretary shall bring any notice of appeal received (and the date when it was served) to the attention of the Standing Committee and shall inform the appellant that he has done so.

(3) Where the notice of appeal was served on the School Secretary outside the 28 day period the person appointed under paragraph 28 shall not permit the appeal to proceed unless he considers that justice and fairness so require in the circumstances of the case.

### Persons appointed to hear and determine appeals

28. - (1) Where an appeal is instituted under this Part the Standing Committee shall appoint a person described in sub-paragraph (2) to hear and determine that appeal.

(2) The persons described in this sub-paragraph are persons not employed by the School holding, or having held, judicial office or being barristers or solicitors of at least ten years' standing.

(3) Subject to sub-paragraph (5) the person appointed shall sit alone unless he considers that justice and fairness will best be served by sitting with two other persons.

(4) The other persons who may sit with the person appointed shall be -

- (a) one member of the Standing Committee not being a person employed by the School; and
- (b) one member of the academic staff nominated by the Academic Board.

(5) In the case of an appeal against a decision taken under paragraph 19 to dismiss a member of the academic staff who is an Appointed Teacher of the University the person appointed shall sit with –

- (a) one member of the Standing Committee not being a person employed by the School; and
- (b) a member of the academic staff nominated by the Academic Board; and
- (c) two persons nominated by the University not being persons employed by the school.

### Provisions concerning appeal procedures and powers

29. - (1) The procedure to be followed in respect of the preparation, consolidation, hearing and determination of appeals shall be that set out in bye-laws made under this paragraph.

(2) Without prejudice to the generality of the foregoing such bye-laws shall ensure -

- (a) that an appellant is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of his appeal;
- (b) that an appeal shall not be determined without an oral hearing at which the appellant, and any person appointed by him to represent him are entitled to be present and, with the consent of the person or persons hearing the appeal, to call witnesses;
- (c) that full and sufficient provision is made for postponements, adjournments, dismissal of the appeal for want of prosecution and for the correction of accidental errors; and
- (d) that the person appointed may set appropriate time limits for each stage (including the hearing itself) to the intent that any appeal shall be heard and determined as expeditiously as reasonably practicable.

(3) The person or persons hearing the appeal may allow or dismiss an appeal in whole or in part and, without prejudice to the foregoing, may -

- (a) remit an appeal from a decision under Part II to the Standing Committee as the appropriate body (or any issue arising in the course of such an appeal) for further consideration as the person or persons hearing the appeal may direct; or
- (b) remit an appeal arising under Part III for re-hearing by a differently constituted Tribunal to be appointed under that Part; or
- (c) remit an appeal from a decision of the appropriate officer under Part IV for further consideration as the person or persons hearing the appeal may direct; or
- (d) substitute any lesser alternative penalty that would have been open to the appropriate officer following the finding by the Tribunal which heard and pronounced upon the original charge or charges.

### Notification of decisions

30. The person appointed shall send the reasoned decision, including any decision reached in exercise of his powers under paragraph 29(3) (a), (b) or (c), on any appeal together with any findings of fact different from those come to by the Standing Committee as the appropriate body under Part II or by the Tribunal under Part III, as the case may be, to the Director and to the parties to the appeal and to the Vice-Chancellor of the University in the case of an appeal by the member of the academic

staff who is an Appointed Teacher of the University.

## **PART VI GRIEVANCE PROCEDURES**

### Purpose of Part VI

31. The aim of this Part is to settle or redress individual grievances promptly, fairly and so far as may be, within the department or other relevant area by methods acceptable to all parties.

### Application

32. The grievances to which this Part applies are ones by members of the academic staff concerning their appointments or employment where those grievances relate -

- (a) to matters affecting themselves as individuals; or
- (b) to matters affecting their personal dealings or relationships with other staff of the School,

not being matters for which express provision is made elsewhere in this Annex.

### Exclusions and Informal Procedures

33. - (1) If other remedies within the department or other relevant area institution concerned have been exhausted the member of the academic staff may raise the matter with the Convenor or Head of the Institute, Research Centre, Service or other relevant area.

(2) If the member of the academic staff is dissatisfied with the result of an approach under sub-paragraph (1) or if the grievance directly concerns the Convenor or Head of the Institute, Research Centre, Service or other relevant area the member may apply in writing to the Director for redress of the grievance.

(3) If it appears to the Director that the matter has been finally determined under Part III, IV or V or that the grievance is trivial or invalid, he may dismiss it summarily, or take no action upon it. If it so appears to the Director he shall inform the member and the Grievance Committee accordingly.

(4) If the Director is satisfied that the subject matter of the grievance could properly be considered with (or form the whole or any part of ) -

- (a) a complaint under Part III;
- (b) a determination under Part IV; or
- (c) an appeal under Part V

he shall defer action upon it under this Part until the relevant complaint, determination or appeal has been heard or the time for instituting it has passed and he shall notify the member and the Grievance Committee accordingly.

(5) If the Director does not reject the complaint under sub-paragraph (3) or if he does not defer action upon it under sub-paragraph (4) he shall decide whether it would be appropriate, having regard to the interests of justice and fairness, for him to seek to dispose of it informally. If he so decides he shall notify the member and proceed accordingly.

#### Grievance Committee Procedure

34. If the grievance has not been disposed of informally under paragraph 33(5), the Director shall refer the matter to the Grievance Committee for consideration.

35. The Grievance Committee to be appointed by the Standing Committee shall comprise -

- (a) a Chairman; and
- (b) one member of the Standing Committee not being a person employed by the School; and
- (c) one member of the academic Staff nominated by the Academic Board.

#### Procedure in connection with determinations; and right to representation

36. The procedure in connection with the consideration and determination of grievances shall be determined in bye-laws in such a way as to ensure that the aggrieved person and any person against whom the grievance lies shall have the right to be heard at a hearing and to be accompanied by a friend or representative.

#### Notification of decisions

37. The Committee shall inform the Standing Committee whether the grievance is or is not well-founded and if it is well-founded the Committee shall make such proposals for the redress of the grievance as it sees fit.

Paragraph 3(1) (c)

### **PART VII PROVISIONS AS TO THE DIRECTOR**

38. The Council of Management (in this Part called "the Council") may request its Chairman to remove the Director from office for good cause in accordance with the procedure described in this Part.

- (1) A complaint seeking the removal from office of the Director for good cause may be made by not less than three persons being members of the Council to the Chairman of the Council.
- (2) If it appears to the Chairman of the Council, on the material before him, that the complaint raises a prima facie case and that this could, if proved, constitute good cause for dismissal or removal from office he shall request the Council to appoint a Tribunal to hear and determine the matter.

- (3) If it appears to the Chairman of the Council that a complaint made to him under sub-paragraph (1) does not raise a prima facie case or is trivial or invalid, he may recommend to the Council that no further action be taken upon it.
- (4) When the Council has appointed a Tribunal under sub-paragraph (2) it shall instruct a solicitor or other suitable person to formulate a charge or charges and to present, or arrange for the presentation of, the charges before the Tribunal.
- (5) A Tribunal appointed by the Council shall comprise:
  - (a) an independent Chairman; and
  - (b) one member of the Council, not being a person employed by the School; and
  - (c) one Teacher of the University (who may either be a member of the academic staff for the purposes of this Part or a person employed as a Teacher by the University or by another one of its Schools).
- 6) Subject to the principles of justice and fairness the Tribunal may determine its own procedure.
- (7) The Tribunal shall send its reasoned decision on any charge referred to it together with its findings of fact regarding the charge and its recommendations, if any, as to the appropriate penalty to the Chairman of the Council and to the Director drawing attention to the period of time within which any appeal should be made.
- (8) Persons appointed to hear such an appeal shall be persons independent of the School holding, or having held, judicial office or being barristers or solicitors of at least 10 years' standing and the person so appointed shall, subject to the principles of justice and fairness, determine the procedure to be adopted in hearing the appeal.
- (9) A person appointed shall send the reasoned decision on the appeal, together with any findings of fact different from those come to by the Tribunal and his recommendations, if any, as to the appropriate penalty, to the Director and to the Chairman of the Council.
- (10) Where a charge or charges have been upheld by the Tribunal and not dismissed on appeal, the Chairman of the Council shall decide whether or not to dismiss the Director.

39. Where a complaint is to be referred to a Tribunal under this Part, the Chairman of the Council may suspend the Director from his duties and may exclude the Director from the School without loss of salary and benefits.

40. "Good cause" in this Part has the same meaning as in paragraph 5.

41. For the purpose of the removal of the Director for incapacity on medical grounds,

Part IV shall have effect subject to the following modifications:-

- (a) for references to a member of the academic staff there shall be substituted references to the Director;
- (b) for any reference to the office of Director there shall be substituted a reference to the office of Chairman of the Council;
- (c) for paragraph 23 there shall be substituted -  
"23. If the Board determines that the Director should be required to retire on medical grounds, it shall ask the Chairman of the Council, as the appropriate officer, to decide whether or not to terminate the appointment of the Director on those medical grounds."

Signed by J D May  
Butterworth  
A T Gregory  
J Munn  
D G T Williams

University Commissioners  
on 15th March 1993.