

# The University of Nottingham

## Charter of Incorporation

George the Sixth by the Grace of God of Great Britain, Ireland and the British Dominions beyond the Seas King, Defender of Faith:

To all to whom these Presents shall come, Greeting;

Whereas a Humble Petition has been represented to Us by the University College of Nottingham praying Us to constitute and found a University within the said City for the Advancement of Knowledge the Diffusion and Extension of Arts Sciences and Learning the Provision of Liberal Professional and Technological Education and the furtherance of the objects for which The University College of Nottingham was incorporated by a Charter granted by Our Royal Predecessor His late Majesty King Edward VII and dated the twenty-seventh day of August 1903 which Charter was amended by a Supplementary Charter granted by Us and dated the twenty-eight day of March 1938 and to grant a Charter with such provisions in that behalf as shall seem to Us right and suitable.

And Whereas We have taken the said Petition into Our Royal consideration and are minded to accede thereto.

Now therefore know ye that We by virtue of Our Royal Prerogative and of Our Special Grace certain knowledge and mere motion by these Presents for Us Our Heirs and Successors will and ordain as follows:-

1. By this Charter there shall be constituted and founded a University by the name of "The University of Nottingham" ("the University").
2. The members of the Council, the Staff, the Graduates, the Students and the Chancellor of the University, and all others who shall pursuant to this Charter and the Statutes of the University be Members of the University are constituted and shall remain a single body corporate with perpetual succession and a Common Seal.
3. We Our Heirs and Successors shall be the Visitor of the University through the Lord President of Our Council.
4. The objects of the University shall be to advance education.
5. There shall be a Chancellor of the University who shall be entitled to confer Degrees and other academic awards of the University.
6. There shall be a Vice-Chancellor of the University who shall be the principal Academic and Administrative Officer of the University and Chair of the Senate and who shall in the absence of the Chancellor confer Degrees and other academic awards.
7. There shall be such other Officers of the University as the Council may from time to time determine, who shall perform such functions and duties as may be decided by the Council.
8. There shall be a Council of the University which subject to the Statutes of the University shall be the governing body of the University and shall have the custody and use of the Common Seal, the management and administration of the whole revenue and property of the University and the conduct of all the affairs of the University, both in the United Kingdom and internationally.
9. There shall be a Senate of the University which shall subject to the Statutes of the University and the control and approval of the Council oversee the teaching and research of the University.
10. There shall be Students' Union of the University in the United Kingdom, and there may be associations of students established at international campuses of the University.
11. The University shall be a teaching and research body and shall have all the powers of a natural person including:

- a. To award degrees and other academic awards and to withdraw such awards;
- b. To acquire, own, maintain, manage and dispose of land and other property;
- c. To solicit, receive and administer fees, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property;
- d. To act as trustee for an in relation to endowments, legacies and gifts;
- e. To invest any monies in the hands of the University and available for investment;
- f. In furtherance of the objects, and so far as permitted by charity law, to give guarantees;
- g. In furtherance of the objects, and so far as permitted by charity law, to borrow and raise money and give security for loans; and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers;
- h. To take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the University and to raise money in such other manner as the University may determine;
- i. To co-operate and collaborate with other institutions and individuals, award joint degrees or other awards, and affiliate or incorporate into the University any other institution and take over its property, rights, liabilities and staff;
- j. To enter into engagements and to accept obligations and liabilities in all respects without any restrictions whatsoever and in the same manner as an individual may manage his or her own affairs; and
- k. To do anything else necessary or convenient, whether incidental to these powers or not, in order to further the objects of the University as a place of teaching and research.

12. The Statutes set out in the Schedule to this our Charter shall remain in force until they have been amended, varied or repealed in the manner prescribed below. The Council may make new or additional Statutes for the University and may amend or repeal existing Statutes.

All Statutes which are not inconsistent with the provisions of this Our Charter shall be operative and have effect when allowed by Us in Council or by a Committee of Our Privy Council and not before. Such allowance shall be conclusive evidence of the Statutes so allowed being authorised by the provisions of this Our Charter.

13. The Council of the University may make Ordinances and may amend or repeal any Ordinances so made. In matters referring to teaching and research, Ordinances shall be submitted to the Council on the recommendation of the Senate.

14. The Senate may from time to time make, amend or repeal Regulations.

15. It shall be the duty of the Council to bring before the Senate any matters which in its opinion should be dealt with by that body.

16. The University shall treat students, staff and other people solely on the basis of their merits, abilities and potential, regardless of gender, race, colour, nationality, ethnic or national origin, age, socio-economic background, disability, religious or political beliefs, trade union membership, family circumstance, sexual orientation or other irrelevant distinction.

17. The University shall not make any dividend, gift, division or bonus in money to or between any of its members except by way of prize, reward or special grant.

18. The Council may at any time amend, add to or repeal provisions of this Charter and such amendment, variation, addition or repeal shall when allowed by Us Our Heirs or Successors in Council have effect so that this Charter shall continue and operate as though it had been originally granted and made as so altered, amended, added to or repealed. This Article shall apply to this Charter as amended, added to or repealed.

19. In this Charter "Statutes" means the Statutes set out in the Schedule and any Statutes amending, adding to or repealing them which may be made by the Council of the University and may be allowed by Us in Council or by a Committee of the Privy Council. "Ordinance" means Acts of the Council of the University under the powers conferred by this Charter to which Our further sanction is

not required. "Regulations" except when otherwise required by the context means Regulations made pursuant to this Charter, the Statutes, or the Ordinances.

20. Our Royal Will and Pleasure is that these Presents shall always be construed benevolently and in every case most favourably to the University and the promotion of the objects of this Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the twentieth day of August in the twelfth year of Our Reign.

BY WARRANT under the King's Sign Manual.

L.S.

(sd.) NAPIER

This version of the Charter approved by the Privy Council - 21 July 2010

### **Section 1 - Definitions**

(1) In these Statutes:-

"Charter" means the Charter of the University.

"Council" means the Council of the University.

"Officers of the Council" means those appointed to the posts of Pro-Chancellor, President, Vice-President and Treasurer in accordance with the Ordinances.

"Ordinances" means Ordinances made pursuant to the Charter or Statutes.

"External Members" means members of the Council who are neither members of Staff nor Students.

"Internal Members" means members of the Council who are members of Staff or Students.

"Regulations" means Regulations made pursuant to the Charter, Statutes or Ordinances.

"Senate" means the Senate of the University.

"Staff" means all persons employed by the University.

"Statutes" means the Statutes of the University.

"Student" means any current student of the University or Sabbatical Officer of the Students' Union.

"Students' Union" means the Students' Union of the University in the United Kingdom.

"University" means the University of Nottingham.

"University Year" means the period of 12 calendar months ending on the last day of July in each year or on such other day in each year as the Council shall from time to time determine.

(2) 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.

### **Section 2 - The Chancellor and Officers of the Council**

The Chancellor and Officers of the Council shall be appointed by the Council in accordance with the Ordinances.

### **Section 3 - The Vice-Chancellor**

The Vice-Chancellor shall be appointed by the Council in accordance with the Ordinances.

The Vice-Chancellor shall have responsibility to the Council for maintaining and promoting the efficiency and good order of the University.

During a vacancy in the office of the Vice-Chancellor or in the event of his or her inability through illness or any other cause to perform his or her duties, the Council may appoint a Pro-Vice-

Chancellor as Acting Vice-Chancellor for such period and on such conditions as Council may determine.

#### **Section 4 - The Registrar**

The Council shall appoint a Registrar who shall act as Secretary to the Council.

#### **Section 5 - The Auditors**

The Council shall from time to time appoint Auditors who shall be members of a recognised supervisory body and eligible for appointment under the rules of that body.

#### **Section 6 - The Council**

The Council shall consist of a maximum of twenty-five members, including up to fourteen External Members and up to eleven Internal Members, ensuring always that External Members are in the majority.

The Council shall elect a President and Vice-President of the Council who shall be External Members. The Members of the Council shall be as follows:

##### **3.1 External Members**

###### **3.1.1 The Officers of the Council**

3.1.2 Up to ten members appointed by the Council who shall be neither Staff nor Students, but at least two of whom shall be alumni of the University, and considered by the Council to be otherwise independent and impartial.

##### **3.2 Internal Members**

###### **3.2.1 The Vice-Chancellor**

3.2.2 Up to three Pro-Vice-Chancellors or other senior members of Staff appointed by virtue of their office, as prescribed by Ordinance.

3.2.3 Up to five members of Staff, who shall be appointed in accordance with the Ordinances.

3.2.4 Two Student representatives as prescribed in the Ordinances.

Members of the Council referred to at 3.1.1, 3.2.1 and 3.2.2 shall hold office while they occupy the positions named respectively.

Members of the Council referred to at 3.1.2 and 3.2.3 shall hold office for four years or for such shorter periods as the appointing bodies may determine.

Members of the Council referred to at 3.2.4 shall hold office for the University year for which they were appointed provided they remain Students.

All casual vacancies shall be filled by the body which appointed the representative whose place has become vacant, provided that any person appointed to fill a casual vacancy shall be appointed only for the remainder of the period for which the person whose place has become vacant was appointed.

All retiring members shall be eligible for re-appointment save that the membership of members referred to in 3.1.1, 3.1.2, 3.2.1 and 3.2.2 shall cease upon the expiry of their holding office. Members referred to in 3.1.2 and 3.2.3 shall not serve for more than two consecutive four-year periods without a gap of at least one year following the cessation of the second consecutive period of office unless the Council shall determine otherwise by a vote of at least two-thirds of the members present. Where members referred to in 3.1.2 are elected as a President or Vice-President or other office holder of the Council their previous service shall be disregarded for the purpose of calculating their period of office.

The quorum for the Council shall be one-third rounded up to the next whole number of the total actual membership of the Council, with External Members always being in the majority.

#### **Section 7 - Powers of the Council**

Subject to the Charter and the Statutes the Council shall be responsible for the conduct and activities of the University and shall exercise the University's powers.

In addition to all other powers vested in it, the Council shall have the powers set out in the Ordinances.

Subject to the provisions of the Statutes and any other provision preventing delegation, the Council shall be entitled to delegate all or any of its functions, powers and duties to any person or body.

The Council shall not delegate responsibility for:

- 4.1 appointing the Vice-Chancellor;
- 4.2 the variation, amendment or revocation of the Charter or Statutes;
- 4.3 the approval of a business plan and budget;
- 4.4 the approval of the University's annual audited accounts;
- 4.5 appointing the Auditors of the University

### **Section 8 - The Senate**

The Senate shall oversee education, teaching and research, and be responsible for the academic quality and standards of the University.

The membership and powers of the Senate shall be prescribed in the Ordinances.

The Council shall delegate to the Senate such of its functions relating to the planning, co-ordination, development and supervision of the academic work of the University, or other functions, as it sees fit.

### **Section 9 - Staff**

The Council may appoint Staff, and prescribe their powers, duties and terms and conditions of service. Staff, while engaged in provision of teaching and research in accordance with their terms and conditions of service, shall 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. Provision shall be made in the Ordinances in respect of discipline, dismissal, redundancy, and grievances.

### **Section 10 - The Students' Union**

Ordinances shall prescribe the constitution, functions, privileges and other matters relating to the Students' Union.

In accordance with the Education Act 1994, Part II, the Council is responsible for taking such steps as are reasonably practicable to ensure that the Students' Union operates fairly and democratically and is accountable for its finances.

The constitution of the Students' Union must be reviewed by the Council every five years, and any changes to the constitution must be approved by the Council.

### **Section 11 - Committees**

There shall be Committees of the Council with responsibility for audit, remuneration and nominations. The respective constitutions and responsibilities of these Committees shall be set out in the Ordinances.

The Council may from time to time establish additional standing, special and advisory Committees, sub-Committees or Boards.

### **Section 12 - Acts during Vacancies**

No act or resolution of the Council or the Senate shall be invalid by reason only of any vacancy in the body doing or passing it or by reason of any want of qualification by or invalidity in the election or appointment of any Member of the body whether present or absent.

### **Section 13 - Interpretation of Statutes**

These Statutes shall be interpreted in such manner as not to conflict with The Charter.

#### **Section 14 - Transitional Provisions**

Notwithstanding the provisions of Section 6 of these Statutes, the persons who, immediately before the date this provision comes into force, were members of the Council shall, subject to any individual right to retire from membership of the Council and to the provisions of paragraphs 3 and 4 below, remain members of the Council after that date for a period equivalent to the remainder of their respective terms of office as members of the Council.

At no time during the operation of these transitional provisions shall the total membership of the Council exceed thirty-one persons.

At the end of the 2010-11 academic year the Pro-Vice-Chancellors who are members of the Council shall retire from membership of the Council and up to three Pro-Vice-Chancellors or other senior members of staff shall be appointed in accordance with paragraph 3.2.2 of Section 6 of these Statutes.

The transitional provisions set out in this Section 14 of the Statutes shall remain in force until the number of members of the Council is equal to and the composition of the Council is equivalent to that prescribed in Section 6 of these Statutes. Thereafter these transitional provisions shall immediately be removed from these Statutes without the need to seek the further approval of the Privy Council.