

HENLEY MANAGEMENT COLLEGE

**HANDBOOK OF
COLLEGE REGULATIONS AND PROCEDURES**

THE CHARTER OF INCORPORATION

incorporating

THE FIRST AND SECOND SCHEDULES

(As Revised March 1997)

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us by The Administrative Staff College (hereinafter called “the former College”) being a Company limited by guarantee and incorporated under the Companies Act 1929 praying that We should be graciously pleased to grant to it a Charter of Incorporation:

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 Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents do for Us, Our Heirs and Successors will and ordain as follows:-

1. The members of the former College at the date hereof and all such other persons as may pursuant to this Our Charter and the Statutes made hereunder become members of the Body Corporate hereby constituted shall for ever hereafter be one Body Corporate and Politic by the name and style of “The Henley Management College” (hereinafter referred to as “the College”) and by the same name shall have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects of the College shall be to advance education and learning in business and management studies and such other fields as may from time to time be

decided upon by the College and to carry out research and publish the useful results of such research.

3. The income and the property of the College shall be applied solely in promotion of the College's objects and the College shall not make any dividend, gift or gratuitous payment in money unto or between any of its members, any member of the Court of Governors or any officer or servant of the College except by way of prize, reward or special grant: Provided that nothing herein shall prevent the payment in good faith by the College to any member, member of the Court of Governors, officer or servant of the College of reasonable and proper remuneration for services actually rendered nor of interest at a reasonable and proper rate on money loaned nor of a reasonable and proper rent for premises demised or let by any member or member of the Court of Governors to the College nor of expenses reasonably and properly incurred on behalf of the College on condition that:

- (1) no person shall be entitled to vote on a Resolution nor attend any meetings concerning his own appointment to an office of the College or any payment made or to be made to him by the College;
- (2) notwithstanding anything contained in the Statutes of the College no Resolution relating to payments to any member or member of the Court of Governors of the College shall be effective unless it is passed at a meeting at which there are present not less than one-third of the multiple of three next above the total of those entitled to attend the meeting and a majority of persons who are not remunerated for services being rendered to the College.

4. Subject to this Our Charter and in furtherance of the foregoing objects but not otherwise the College shall have the following powers:-

- (1) To take over from the former College all its properties, rights, privileges and liabilities.
- (2) To provide courses of instruction (including courses and facilities designed to lead to Degrees of any University or any other competent body) and facilities

for research and to organise, encourage and stimulate postgraduate studies and research.

- (3) (i) Subject to sub-paragraph (ii) below, to confer or grant taught Degrees, Diplomas, Certificates and other academic distinctions of the College (including honorary degrees and distinctions):
 - (a) on persons who shall have pursued courses of study or research approved by the College and shall have satisfied the examiners in the requisite examinations or other tests, whether the courses, examinations or tests be those of the College or not;
 - (b) on persons associated with and approved by the College; and
 - (c) on persons of distinction as a mark of honour and respect.
- (ii) No degree whether honorary or of any other character shall be conferred by the College except as a recognition of learning or achievement in or contribution to the fields of business or management and no such degree shall take a form or adopt nomenclature which would be likely to give a contrary impression.
- (4) To revoke any Degree, Diploma, Certificate or other distinction of the College and all privileges connected therewith in such circumstances and subject to such safeguards and conditions as shall be prescribed by or in accordance with the Statutes.
- (5) To provide, maintain, alter and improve for the use of the students and for the staff of the College, all manner of accommodation (including accommodation for social or residential purposes), lands, furniture, fixtures, fittings, apparatus, equipment, books, publications, and any other things necessary, suitable or convenient for the furtherance of any of the objects of the College.
- (6) To enter into arrangements with Our United Kingdom Government or municipal, local or other Authorities, necessary for the attainment of the objects of the College or any of them, and obtain from any such

Government or Authority any rights, privileges or concessions, necessary to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (7) To solicit, receive and administer in the interests of the College, grants, subscriptions, donations, endowments, gifts and loans of money, lands hereditaments and any other property whatsoever real or personal, including patent rights and copyrights, and whether or not subject to any specific trusts or conditions and to sanction such receipt and acceptance on its behalf by any committee or society or corporation created or incorporated to raise funds for the College as the Court of Governors of the College may determine.
- (8) To act as trustees or managers of any property, endowment, legacy, bequest or gift for purposes of education or research or other purposes consistent with the provisions of this Our Charter.
- (9) To enter into trading activities provided that no permanent fund raising activity shall be undertaken which is not directly in pursuance of the primary object of the College.
- (10) To establish or abolish such posts both academic and non-academic as the College may require, to appoint persons thereto, to prescribe their conditions of service, to remunerate them, and to remove them.
- (11) To grant, continue and pay such salaries, pensions, superannuation, gratuities or other sums in respect of services for and on behalf of the College (or the former College) as the Court of Governors may from time to time think fit and make all reasonable and necessary provision for the payment of such sums to or on behalf of employees and their widows, widowers or dependants.
- (12) To found, maintain and award exhibitions, scholarships, bursaries and studentships and to award medals and prizes.

- (13) To print and publish any newspapers, periodicals, books, leaflets or computer software and produce and distribute films and television and broadcasting material of a documentary or scientific character and any other information of whatever nature, with a view to furthering the objects of the College.
- (14) To subscribe to any charities and to grant donations for any charitable purpose.
- (15) To co-operate with and maintain close relationship with universities, colleges, schools, institutes and other bodies of research, education and learning whether in Our United Kingdom or elsewhere with a view to improving the arrangements for education and research in the College.
- (16) Subject to such consent as may be prescribed by law, to purchase, take on lease or on exchange, hire or otherwise acquire any real or personal property and in particular land, buildings, offices and rights or privileges necessary or convenient for the purposes of the College, to construct, erect, alter, improve and maintain any buildings which may from time to time be required for the purposes of the College and to manage, develop, sell, demise, let, mortgage, dispose of or otherwise deal with all or any part of the same.
- (17) To invest the monies of the College not immediately required for its purposes in accordance with the Statutes.
- (18) Subject to such consent as may be prescribed by law to borrow or raise any money that may be required by the College upon such terms as may be deemed advisable and in particular by the issue with or without consideration of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the College or by mortgage or charge of all or any part of the property of the College and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

- (19) To enter into arrangements with other institutions or public or private bodies or industrial or commercial concerns with a view to the advancement, application and dissemination of knowledge.
 - (20) To demand and receive fees, subscriptions and deposits.
 - (21) To give guarantees to Building Societies, Friendly Societies, Insurance Companies, Housing Associations, Banks and any similar bodies whether in pursuance of continuing arrangements or not and with or without consideration.
 - (22) Generally to do all such other lawful acts and things whether incidental to the powers aforesaid or not as may be requisite in order to further all or any of the objects of the College.
- 5. All persons of the requisite academic standard shall be eligible for admission to the College and no test or disability shall be imposed on the grounds of religious or political belief, sex or race.
 - 6. The Court of Governors (hereinafter referred to as “the Court”) shall be the supreme governing body of the College and (subject to the Statutes) it shall have the management and administration of the property of the College and the conduct of its affairs, and the custody and use of the Common Seal and all such other powers and duties as may be conferred upon it by the Statutes or Regulations.
 - 7. There shall be a Chairman of the Court who shall be elected by the Court and who shall preside over the meetings of the Court.
 - 8. There shall be a Principal of the College who shall be the principal academic and executive officer of the College and there may be one or more deputies who shall be called “Deputy Principal”.

9. There shall be an Academic Board of the College (hereinafter referred to as “the Academic Board”) which shall be the academic authority of the College and shall have such powers and duties in relation to the academic policies of the College in teaching, in examining and in research and to the regulation and superintendence of the education and discipline of those taking courses provided or approved by the College as shall be vested in it by the Statutes or the Regulations or shall be delegated to it by the Court and shall have such other functions as the Court may determine from time to time.
10. There shall be a Secretary of the College and there may be such other officers and staff of the College in each case to be appointed in such manner and to have such functions as shall be prescribed by the Statutes.
11. (1) The Statutes shall provide for the establishment of a board or committee of persons a majority of the members of which shall be persons with academic knowledge and experience at a senior level and who receive no remuneration from the College, the functions of which board or committee shall be to provide an external academic and professional point of reference on matters concerning the academic standards of the College and the quality of its academic work and to advise the Academic Board and (so far as may be appropriate) the Court on such matters and on such other academic matters as may be prescribed by Regulation.

(2) The Statutes may provide for such other boards or committees having such functions in respect of the work of the College as may be thought fit but every such board or committee shall be subject to the direction and control of the Court and, in the case of matters relating to the academic work of the College, to the direction and control of the Academic Board.
12. The first Chairman of the Court, the Principal, and the Deputy Principals and the Secretary shall be the respective persons named in the First Schedule to this Our Charter.

13. The Statutes set forth in the Second Schedule to this Our Charter shall be the First Statutes of the College and may be revoked, amended or added to in manner hereinafter provided.
14. Subject to the provisions of this Our Charter, Statutes may prescribe or regulate as the case may be:-
 - (1) the status, election, appointment and continuance in office and the powers and functions of the Chairman of the Court, the Principal, the Deputy Principals and other officers and members of staff of the College;
 - (2) the constitution, powers, functions, duties and procedure of the Court and of boards and committees, the status, election, appointment and continuance in office of the chairmen and other members of those bodies, the filling of vacancies among the members of those bodies and other matters relative thereto;
 - (3) all such other matters as the Court may deem fit with respect to or for the governing of the College, its members and constituent parts or otherwise for the furtherance of the objects of this Our Charter.
15. The Court may, by Special Resolution, make, revoke, amend or add to, the Statutes of the College provided that no new Statute or revocation or amendment of an existing Statute shall have effect if repugnant to the provisions of this Our Charter or, if it relates to any academic matter, unless the Court shall have consulted thereon with the Academic Board, nor until approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
16. (1) The Statutes may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by Statute shall or may be further prescribed or regulated by Regulation or by decision made by the Court, provided that any such further prescription, regulation or decision shall not be repugnant to

the provisions of the Statutes or of this Our Charter nor shall be effective in relation to any academic matter unless approved by the Academic Board.

(2) The Court shall have power to delegate to the Academic Board all or any of its powers relating to academic matters and pursuant to this Article either conditionally or unconditionally as it may think fit provided that each exercise of such delegated power shall be reported to the next following meeting of the Court at which it may conveniently be considered and the Court at such meeting (but not otherwise) may disallow any exercise of such delegated power without prejudice to the validity of any act done in conformity with such exercise prior to its disallowance.

17. Subject to the provisions of this Our Charter and the Statutes, the Court and the Academic Board may from time to time make Standing Orders governing their respective proceedings, and the power to make Standing Orders shall include the power to revoke, amend or add to any Standing Orders theretofore made.
18. The Court may by Special Resolution revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall henceforward continue and operate as so revoked, amended or added to. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid: Provided that no such revocation, amendment or addition shall be made which shall cause the College to cease to be a charity in law.
19. For the purposes of this Our Charter, a "Special Resolution" means a resolution passed at a meeting of the Court convened by not less than twenty-eight days' written notice specifying the substance of the resolution to be proposed thereat, by not less than two-thirds of those present and voting: Provided that in the case of a resolution to surrender or to revoke, amend or add to this Our Charter, the resolution shall be of no effect unless it is confirmed by a further Special Resolution passed at a meeting of the Court held not less than one month nor more than four months after the date of the first resolution and unless both resolutions are passed by a majority which, in addition to being not less than two-

thirds of those present and voting, is also an absolute majority of all the members of the Court.

20. The College may by Special Resolution determine to petition to surrender this Our Charter and any Supplemental Charter and to wind up or otherwise deal with the affairs of the College in such manner as shall be determined by such Special Resolution and such surrender shall, when allowed by Us, Our Heirs or Successors in Council upon such terms as We or They may consider fit, become effectual. If upon the winding up or dissolution of the College 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 College, but shall be given or transferred to some other charitable institution or institutions have objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of this Our Charter, such institution or institutions to be determined by the Court at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
21. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the College and to the promotion of the objects of this Our Charter.

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

WITNESS Ourselves at Westminster the _____ day of _____ in
the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE FIRST SCHEDULE

1. The first Chairman of the Court shall be Sir Denys Henderson, Knight Bachelor, M.A., LL.B., D.Univ. (Hon) Brunel, LL.D (Hon) Aberdeen, LL.D (Hon) Nottingham, D.Sc. (Hon) Cranfield, LL.D. (Hon) Manchester.
2. The first Principal shall be Professor Ray Wild, M.Sc., Ph.D., M.Sc., D.Sc., Wh.F., C.Eng. C.B.I.M.
3. The first Deputy Principals shall be Thomas Cecil Leonard Taylor Esquire, M.A. and Professor Keith MacMillan B.A., M.Ed., Ph.D.
4. The first Secretary shall be Colin Sketchley Hall Esquire, F.C.I.S.

THE SECOND SCHEDULE
THE STATUTES

1. INTERPRETATION

(1) The Statutes shall be read with the Charter and words and expressions used in the Charter shall, if not inconsistent with the subject or context, have the same meaning herein.

(2) Unless the context otherwise requires, in the Statutes:-

“Academic Staff” means all persons holding appointments of Professor tenable at the College or appointed to any other posts designated for the purpose by the Court;

“Accredited Centre of the College” means any institution or other body so designated in accordance with requirements prescribed from time to time by Regulation;

“Associate Institution of the College” means any institution or other body so designated in accordance with requirements prescribed from time to time by Regulation;

“Charter” means the Charter of the College;

“Committee” includes Board and Sub-Committee;

“Functions” includes powers and duties;

“Henley Alumni Association or Associations” means any Association or Associations of past Students of the College or other persons having participated in programmes of the College not leading to academic awards of the College as may be established with the approval of the Court;

“Regulations” means Regulations made pursuant to the Charter or the Statutes;

“Staff” means all persons employed by the College and shall include Academic Staff;

“Student” means any person for the time being registered on a course or other programme of study leading to an academic award of the College;

“The Statutes” means these Statutes and any Statute or Statutes for the time being amending or replacing the same;

“Writing” includes telex or facsimile transfer or any other method of communication in permanent and visible form;

“Year” means a period of twelve months ending on such date as may be prescribed from time to time by Regulation which may prescribe different dates for different purposes.

- (3) In the Statutes words importing the masculine gender shall include the feminine and, unless the contrary appears from the context, words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations and vice versa.

2. MEMBERS OF THE COLLEGE

The following persons shall be members of the College:

The members on the date when these Statutes come into force of the former College who shall have the right to remain members for the remainder of their respective lives;

The members of the Court;

These Officers of the College namely: the Principal, the Deputy Principals, the Secretary;

The members of the Henley Alumni Association or Associations.

3. THE COURT

(1) The Court shall consist of the following persons:

(A) EX OFFICIO MEMBERS

- (i) The Principal;
- (ii) The Deputy Principals;
- (iii) The Vice-Chancellor of Brunel University.

(B) APPOINTED MEMBERS

- (i) Not more than six members (not being members of the Staff) to be appointed by the Court as representative of Industry, Trade Unions, Commerce or Public Services and such other interests as may be specified by Regulation;
- (ii) One member (not being a member of the Staff) to be appointed by the Chairman of the Council of Brunel University;
- (iii) One member to be appointed by the Court after consultation with the Henley Alumni Association or Associations not being a member of the Staff;
- (iv) One member to be appointed by and from the Academic Board;
- (v) One member to be appointed from the Students of the College in such manner as shall be prescribed from time to time by Regulation.

(C) ELECTED MEMBERS

Not fewer than two nor more than five members (as determined by Regulation) to be elected by and from the members of the full time Staff in such manner as shall be prescribed by the Regulations.

(D) CO-OPTED MEMBERS

Not more than sixteen other persons co-opted by the Court so that if in the absence of co-option there would not be a majority of members of the Court who are not members of the Staff there shall be an obligation to co-opt additional members so as to bring about such a majority and no member of the Staff may be co-opted if there would as a result cease to be a majority of members of the Court who are not members of the Staff.

- (2) (A) Ex officio members of the Court shall remain members for so long as they hold the relevant office.
- (B) Appointed members shall hold office for so long as the Court shall determine, but shall retire at 65 years of age in any event. The Court shall have the power to make further appointments on an annual basis in the case of those appointed members who are over the age of 65.
- (C) Elected members shall hold office for three years and shall not be eligible for re-election until the lapse of a period of three years from the date on which they ceased to hold office for whatever reason.
- (D) Co-opted members of the Court shall remain members for three years or for so long as they retain the full-time occupation (if any) held by them at the date of their respective co-option whichever period is the shorter.
- (E) The Court may by Regulation prescribe shorter periods than those referred to in paragraphs (C) and (D) hereof either generally or by any particular case and references to “years” in those paragraphs shall be construed as though the period from the date of one Ordinary Meeting of the Court to the date of the second following Ordinary Meeting was one year.
- (3) No member of the Court shall receive any remuneration from the College in respect of such membership.

- (4) A member of the Court shall cease to be a member:-
- (A) if a receiving order in bankruptcy is made against him, or he makes any arrangement or composition with his creditors; or
 - (B) if the Court, after due consideration of a report on that member by an independent medical authority determines that he is incapable, by reason of physical incapacity or mental disorder, of performing the functions of a member of the Court; or
 - (C) if he resigns his membership by notice in writing; or
 - (D) if (after he shall have been afforded a reasonable opportunity to address the Court) a resolution shall be passed or a notice be signed by not less than three-quarters of all the members of the Court, requiring him to vacate his membership.

4. THE CHAIRMAN OF THE COURT

- (1) The first Chairman of the Court and each of his successors shall hold office for such period as the Court shall determine, or until he ceases to be a member of the Court, or he is removed from such office by a resolution passed by not less than three-quarters of all the members of the Court whichever shall be the earlier. The successors to the first Chairman shall be elected by the Court from among its members who are not members of the Staff.

- (2) If any casual vacancy shall occur in the office of Chairman the Court shall as soon as conveniently may be after the occurrence of such vacancy elect another member (not being a member of the Staff) to fill such vacancy for the remainder of the term of office of the former Chairman; and pending such election the member of the Court (if any) designated by the Court for the purpose and otherwise such member so designated by the Principal shall perform all the functions and duties of the Chairman.

5. MEETINGS OF THE COURT

- (1) There shall be held in every year at least two meetings of the Court to be called Ordinary Meetings. Not more than eight months shall elapse between Ordinary Meetings of the Court.
- (2) Upon the written requisition of the Chairman of the Court or of not fewer than five members of the Court the Secretary shall convene a Special Meeting of the Court. Such requisition (except when made by the Chairman) shall specify the object of the desired meeting and the Secretary shall within seven days after receipt by him of such requisition convene a Special Meeting to be held not more than forty days from the date of the notice convening the meeting for the purpose specified in the requisition.
- (3) In the absence of the Chairman of the Court the Chair shall be taken at any meeting of the Court by the member of the Court designated by the Court for the purpose and if there shall be no such member then by one of the members present as those members may appoint.
- (4) (A) Ten members of the Court personally present or such larger number as the Court may from time to time by Regulation prescribe shall be a quorum of a meeting of the Court. Votes by proxy or in writing by absent members shall be permitted. In determining whether a majority has voted in favour or against any resolution only votes actually cast (whether personally, by proxy or in writing) shall be counted. A certificate signed by the chairman of the meeting that a vote has been carried or lost or carried by a particular majority shall be conclusive.

(B) Only a member of the Court may act as a proxy for another member.
- (5) A resolution in writing signed by a majority of the members of the Court for the time being entitled to receive notice of a meeting of the Court shall be as valid and effectual as if it had been passed at a meeting of the Court duly convened and held.

6. POWERS AND DUTIES OF THE COURT

- (1) The Court shall conduct the general business of the College consistently with the provisions of the Charter and the Statutes.
- (2) Subject to the Charter and the Statutes, the Court in addition to having all powers necessary to further the objects of the College as described in the Charter and to all other powers vested in it shall have the following powers:-
 - (A) To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the College in the same manner as an individual may manage his own affairs and property and for those purposes to appoint bankers and any other officers or agents whom it deems expedient to appoint.
 - (B) To undertake the general oversight of the provision of courses of instruction and to provide facilities for research, study and the advancement and dissemination of knowledge.
 - (C) Subject to consultation with the Academic Board, to designate subject areas, institutes and departments of the College.
 - (D) To prescribe by Regulation the requirements of the College concerning the discipline of all persons subject thereto.
 - (E) After consultation with the Academic Board, to appoint and admit Fellows, Honorary Fellows, Associates of the College and Emeritus Professors and to prescribe by Regulation the requirements of the College concerning such appointments and admissions including any limits to be applied to the duration of such appointments and admissions.
 - (F) To refer to the Academic Board any matter coming before the Court which the Court considers to have academic implications and which has not been previously considered by the Academic Board.

- (G) To call for reports from the Academic Board and upon receiving such reports to review the work of the College.
- (H) To determine fees, subscriptions and deposits.
- (I) To establish, maintain, administer and govern Halls of Residence and other similar buildings and to license and supervise other places of residence, study or office accommodation whether or not maintained by the College.
- (J) To promote any Henley Alumni Association or Associations.
- (K) To appoint and determine the remuneration of the Auditor.
- (L) To select and control the use and custody of the Seal.
- (M)
 - (i) From time to time to make, amend or revoke Regulations: Provided that notice of an intention to propose any amendment to or revocation of the existing Regulations or the making of any new Regulations shall have been given in the notice calling the relevant meeting.
 - (ii) The Court shall have power to delegate to the Academic Board all or any of its powers to make, amend or revoke Regulations relating to academic matters either conditionally or unconditionally as the Court may think fit.
- (N) To appoint the successors to the first Principal, the Deputy Principals and Secretary of the College upon such conditions as the Court may think fit and to agree with the Principal the general terms and conditions regulating the employment of the Staff.
- (O) To enter into, and give effect to, agreements or arrangements of any kind with, or in relation to, other institutions whose objects are not repugnant to the Charter or the Statutes whereby:

- (a) activities shall be carried on in co-operation by means of joint boards, ventures or otherwise; or
 - (b) any such institution shall become incorporated in, federated or affiliated to, associated with or recognised for any purpose by the College, or the College shall become affiliated to, associated with or recognised for any purpose by any such institution; or
 - (c) the members, staff or students of the College and any such body as aforesaid, or the courses of study provided by the College and any such body as aforesaid, shall be recognised for any purpose by the College and any such body.
- (P) To do all such other acts and things as are necessary for the transaction of the business of the College or the furtherance of its objects.
- (3) (A) Subject to sub-paragraph (B) below, the Court shall have power to invest any moneys belonging to or held by the College in such stocks, funds, shares or securities as the Court shall from time to time think fit, whether within or outside the United Kingdom of Great Britain and Northern Ireland or in the purchase of land or any interest in land in the United Kingdom or elsewhere including rents except that these powers shall not apply to moneys held by the College as trustee upon trusts declared by a Will or Settlement being for purposes other than the general purposes of the College but the College shall in relation thereto have such powers of investment as may be granted by such Will or Settlement or as may be granted by the law relating to investment by Trustees.
- (B) Except to the extent that the Court may delegate their powers of investment as authorised by sub-paragraph (C) below, the Court shall before exercising any power conferred by sub-paragraph (A) above obtain and consider proper advice on the question of whether the investment proposed is satisfactory having regard to the need for diversification of investments and whether that proposed investment is suitable to the College. For this purpose proper

advice shall be advice of a person reasonably believed by the Court to be qualified by ability in and practical experience of financial matters and such advice may be given by a person notwithstanding that he gives it in the course of his employment as an officer or servant whether of the College or of any other person.

- (C) The Court shall have power to employ as an investment manager any person from whom proper advice might be obtained under the provisions of paragraph (B) above and to delegate to any such manager (“the Manager”) the exercise of all or any of the powers of investment conferred by paragraph (A) above for such period (not exceeding twelve months at a time) and subject to such conditions and restrictions and with such provisions as to remuneration as the Court shall think fit provided:-
- (i) the exercise by the Manager of such powers of investment as are delegated to him shall be subject to and in accordance with such instructions as to investment policy as the Court shall give to him from time to time;
 - (ii) the Manager shall be required to inform the Court within a reasonable period of each act done in exercise of the powers and duties delegated to him;
 - (iii) the Court may without notice review any such delegation and its terms and revoke or alter the same if the Court shall think fit notwithstanding that the period of such delegation is not expired.
- (4) The Court may by Regulation prescribe procedures for the hearing of appeals against any decision which it may take under the provisions of the Charter, the Statutes and the Regulations.

7. THE PRINCIPAL

- (1) The Principal shall be the academic and executive Head of the College and shall be responsible to the Court for:
 - (A) promoting the academic policies, activities and standing of the College;
 - (B) managing the financial affairs of the College; and
 - (C) making the necessary arrangements for conducting the business of the College.
- (2) The Court shall appoint the Principal.
- (3) Subject to the provisions of the Charter and the Statutes, the Principal may admit as a Student anyone having the requisite qualification in accordance with any Regulations. The Principal may refuse to admit any person as a Student without assigning any reason.
- (4) The Principal may subject to any Regulations superintend the education and discipline of all persons admitted to any course or permitted to use any facilities of the College.
- (5) (A) The Principal may subject to any Regulations, suspend or expel or authorise any other person or persons to suspend or expel any Student or any other person from any or all of his studies in the College for reasons of academic insufficiency, non-payment of money due to the College or breach of discipline or otherwise. The Principal may likewise expel or authorise any other person or persons to expel any person not being a member of the Staff from the whole or any part of the precincts of the College or from any or all of the facilities of the College. He shall ensure that the necessary action is taken forthwith under disciplinary or other appropriate procedure.

- (B) The Court may by Regulation prescribe procedures for the hearing of appeals against any decision which the Principal may take under the provisions of this Statute affecting any Student or any other person except where such decision is based on non-payment of money due to the College or academic insufficiency.
- (6) The Principal shall be responsible to the Court for all questions affecting the relationship between the College and the Staff (other than the Secretary and himself) including all questions relating to the making, the renewal or the termination of contracts of service provided that the Regulations shall provide for a right of appeal to apply in the event of the dismissal of any member of the Staff. In the case of the Principal and the Secretary the responsibility shall be that of the Chairman of the Court who may delegate the same and the Regulations shall provide for appropriate rights of appeal to apply to them.

8. THE DEPUTY PRINCIPALS

- (1) The Court may appoint one or two Deputy Principals after considering any views expressed by the Principal and making such other enquiries as it deems necessary or desirable.

- (2) During a vacancy in the office of Principal or during his inability (as determined by the Court) through illness, absence or any other cause to perform his duties and exercise his powers, the Deputy Principal (or the senior in office if more than one) shall have and exercise all the functions of the Principal.

9. THE ACADEMIC BOARD

(1) The Academic Board shall consist of the following persons:-

(A) EX OFFICIO MEMBERS

- (i) The Principal;
- (ii) The Deputy Principals.

(B) APPOINTED MEMBERS

Such a number of the members as shall be determined by the Regulations to be appointed according to procedures to be determined by the Regulations provided that such members shall include no fewer than two Students not being members of Staff.

(C) CO-OPTED MEMBERS

Such a number of the members not being more than three to be co-opted by the Academic Board as shall be determined by the Regulations.

(2) (A) Ex Officio members of the Academic Board shall remain members thereof for so long as they hold the relevant office.

(B) Appointed members of the Academic Board shall hold office for such period as shall be prescribed by the Regulations and shall be eligible for re-appointment to such an extent (if any) and in such manner as shall be prescribed by the Regulations.

(C) Co-opted members of the Academic Board shall hold office for such period as shall be prescribed by the Regulations and shall be eligible for further co-option for such period and in such manner as shall be prescribed by the Regulations.

- (3) The Chairman of the Academic Board shall be the Principal or (if the Principal so determines) a Deputy Principal.
- (4) The quorum for a meeting of the Academic Board shall be determined by Regulation.
- (5) Subject to the provisions of the Charter, the Statutes and the Regulations and in the discharge of its responsibilities as the academic authority of the College, the Academic Board shall have the following powers:
 - (A) To approve all courses and programmes of study leading to academic awards of the College and all significant amendments or discontinuances thereof.
 - (B) To regulate all instruction, teaching and research within the College.
 - (C) To prescribe the criteria, procedures and guidelines for the assurance of the quality and standards of all courses and programmes of study and research of the College.
 - (D) To prescribe the requirements of the College concerning all matters of academic sufficiency under which persons shall be permitted to pursue their studies in the College.
 - (E) To prescribe the conditions for the admission of persons to all courses and programmes of study leading to academic awards of the College.
 - (F) To prescribe arrangements for the regulation and superintendence of the education and discipline of all persons not being members of the Staff permitted to use any facilities of the College or pursue their studies in the College.
 - (G) To regulate the appointment, removal or suspension of College examiners.

- (H) To prescribe conditions and arrangements for all assessments within all College courses and programmes of study and for all examinations held by the College.
- (I) To prescribe conditions for the granting or conferment of all College awards and other academic distinctions to persons having satisfied the relevant conditions.
- (J) To prescribe the conditions governing the revocation of College awards and under which persons may be deprived of other academic distinctions conferred by the College.
- (K) To establish academic appeal procedures governing Students registered on courses and programmes of study of the College.
- (L) To establish grievance procedures to apply to all Students.
- (M) To undertake the general oversight of College learning support services including library, computing, audio-visual and academic delivery services.
- (N) To promote research activities within the College.
- (O) To prescribe, subject to any condition made by the donors and to any direction of the Court, terms and conditions for awards of any Exhibitions, Scholarships, Studentships, Bursaries, Prizes and other like academic honours.
- (P) To prescribe conditions for the designation and periodic academic quality and performance review of all Associate Institutions of the College and of all Accredited Centres of the College.
- (Q) To prescribe the requirements of the College concerning the conduct and discipline of all Students and for their suspension or exclusion from any or

all of their studies or research for reasons of inadequate academic performance, non-payment of monies owed, misconduct or other cause.

- (R) To prescribe arrangements (if any) for the manner of and ceremony for the conferment of degrees and the manner of academic dress of the College.
- (S) To submit to the Court reports and recommendations on all such academic matters as the Academic Board may deem fit or as the Regulations or the Court may require. The Court shall inform the Academic Board of the reason(s) for any non-acceptance by the Court of any recommendation made to it by the Academic Board in accordance with this Statute.
- (T) To do all such other acts and things as may be required by the Charter, the Statutes or the Regulations or as the Court may authorise.

10. ACADEMIC ARRANGEMENTS

- (1) (A) There shall be established a board to be known as the Academic Advisory Board, the functions of which shall, subject to the provisions of the Charter and the Statutes, be governed by the Regulations.
- (B) The Academic Advisory Board shall consist of such a number of members as shall be determined by the Regulations to be appointed according to procedures to be determined by the Regulations.
- (2) The Regulations may provide for the establishment of other Boards, Departments or other organisations to advise the Court, the Principal or the Academic Board on any matter concerning the academic or other work of the College and to have such other functions as the Regulations may prescribe or as may be delegated by the Court, the Principal or the Academic Board.

11. THE SECRETARY AND THE TREASURER

- (1) The Secretary shall be appointed and a Treasurer may be appointed by the Court in each case after consultation with the Principal and shall each hold office for such period and upon such conditions as the Court may determine. The same person may hold both offices.
- (2) Under the direction of the Principal the Secretary shall be responsible to the Court for providing general administrative services including secretarial services to boards and committees for the College and the Treasurer (if appointed) shall be responsible to the Court for superintending the financial affairs of the College and (in the case both of the Secretary and the Treasurer) for such other duties as the Court may assign to him.
- (3) The Treasurer may designate any member or members of the Staff as having authority to sign cheques and receipts on behalf of the College and he may delegate that power of designation in whole or in part to any persons or persons as he may think fit.
- (4) The power of dismissal of the Secretary and the Treasurer shall rest with the Court, although it may delegate these powers to the Principal on such conditions as it shall determine.
- (5) In the absence of a Treasurer the Court may allocate any of the functions vested by this Statute in the Treasurer to such person or persons as the Court may think fit.

12. FELLOWS, HONORARY FELLOWS AND ASSOCIATES

- (1) The Court may prescribe by Regulation the conditions governing and the arrangements for the conferment of the titles of Fellow, Honorary Fellow, Associate of the College and Emeritus Professor.
- (2) The Court may confer the title of Honorary Fellow of the College on any person who has rendered exceptional service to the College or attained outstanding distinction in business or commerce, the arts, literature, science, the professions or public life.
- (3) The Court may confer the title of Associate of the College on any person, other than a member of the Staff, who has made a significant contribution to the work of the College.
- (4) The Court may confer the title of Emeritus Professor on any person who, being retired from full-time employment, has held at some time a full-time professorship at the College for not less than ten years.

13. THE AUDITOR

- (1) The Court shall appoint an Auditor. Such Auditor shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by the Secretary of State for Trade and Industry for the purposes of the Companies Acts or any statutory amendment thereto. No person shall be appointed or remain Auditor who is or any one of whose partners is a Member of the Court or the Staff.
- (2) The Auditor shall hold office for such period as the Court may think fit and shall be eligible for re-appointment, and shall receive such remuneration as may be determined from time to time by the Court.
- (3) The Auditor shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the College and shall be entitled to require such information and explanation as may be necessary for the performance of his duties.
- (4) The Auditor shall make a report to the Court at least once in each year.
- (5) If the office of Auditor shall become vacant by his death or resignation or any other cause before the expiration of his period of office, the Court shall forthwith appoint an Auditor in his place for the remainder of such period.
- (6) The Auditor may resign by notice in writing addressed to the Secretary of the College.

14. HENLEY ALUMNI ASSOCIATION OR ASSOCIATIONS

The College shall promote on such terms as it thinks fit the Henley Alumni Association or Associations.

15. PROCEDURE

- (1) The following provisions shall, except where other provision is expressly made in the Charter or the Statutes or the Regulations, apply to the Court, the Academic Board and every Board, Department or other Committee established by the Regulations (which bodies are in this Statute called “Statutory Bodies”) and each of the:-
 - (A) Any member or the chairman (other than as ex-officio member or chairman) may resign his membership or office by notice in writing to the Secretary.
 - (B) Any member who is either required to possess any qualification or who became eligible for appointment only because of some office or appointment held by him or membership of some body held by him shall vacate his membership if he ceases to possess that qualification, or to hold such office, appointment or membership as the case may be.
 - (C) Any member and any chairman shall be eligible for re-appointment or re-election or re-co-option.
 - (D) The chairman of each Statutory Body shall have power to take action on its behalf in any matters being in his opinion either urgent (but not of sufficient importance to justify a special meeting) or non-contentious. Every such action shall be reported at the next meeting.
 - (E) Each Statutory Body shall have power to appoint from its own members one or more deputy or vice-chairmen and other officers with any titles and to designate any holder of any such office as the person entitled to the powers of the chairman in the event of his absence or any vacancy in his office.
 - (F) Any casual vacancy occurring in any of the Statutory Bodies for any reason shall in the case of nominated, appointed, representative or elected members be filled by the person who or the body which nominated, appointed or elected the member whose place has become vacant. If the casual vacancy

shall apply to any other member who is not an ex-officio member then the vacancy shall be filled by co-option by the Statutory Body itself. A member of any Statutory Body who acquires such membership to fill a casual vacancy shall hold office only for the unexpired part of the term of office of the member whom he replaces.

- (G) Every matter shall be determined by the majority of the members present and voting on the question. In case of equality of votes, the chairman or other presiding officer shall have a casting vote, whether or not he has voted before on the motion.
- (H) Any of the Statutory Bodies may determine the time and place of its meetings and the procedure to be followed thereat.
- (I) Each Statutory Body may appoint and dissolve such and so many sub-committees or other like bodies of such persons whether or not members of that Statutory Body as it may think fit. A Statutory Body may delegate for such period and on such conditions as it may determine either to any other Statutory Body or to the Principal or to any of its own sub-committees or other like bodies any of the powers and functions which the Statutory Body as aforesaid itself could exercise provided that powers and functions delegated by one Statutory Body to another or to a sub-committee or other like body shall not be capable of further delegation except as may be permitted by the Statutory Body making the first delegation and every exercise of delegated powers shall be reported to the Statutory Body by which the same was delegated and no sub-committee or other like body shall incur expenditure on behalf of the College except within a budget which has been approved by the Statutory Body appointing the same and (in cases where the Statutory Body is not the Court) within the budget approved for the Statutory Body of the Court.
- (J) Any of the Statutory Bodies may make standing orders for the purpose of regulating its own procedure and such standing orders shall apply so far as practicable to its own sub-committees or other like bodies.

- (K) Any sub-committee or other like body of any Statutory Body may appoint sub-sub-committees of any persons for advisory purposes only.
 - (L) No proceedings of any Statutory Body shall be invalidated by any deficiency in their numbers or by any defect in the appointment or qualification of their members but if the membership thereof is reduced below the number fixed as its necessary quorum the continuing member or members may act for the purpose of increasing the number of members of the Statutory Body to that number but for no other purpose.
 - (M) No meeting of any Statutory Body shall be invalid by reason only of any failure to give notice of such meeting to any person or body entitled under the Charter or the Statutes or any other relevant provision to receive the same.
 - (N) Any person or body appointing or nominating a member may at any time for what it considers to be a good cause remove such member whereupon he shall cease to be a member of that Statutory Body and there shall be a casual vacancy provided that no such removal shall be effected unless and until the member concerned shall have had an opportunity to address the body exercising the power of removal; neither shall any such removal be effective until notice shall have been received by the Statutory Body.
 - (O) Minutes shall be kept of all resolutions and proceedings of meetings of each Statutory Body and a Minute thereof signed by the chairman of the meeting or of the next or any subsequent meeting shall be prima facie evidence of the matters recorded therein.
- (2) These provisions shall apply mutatis mutandis to any sub-committee or other like body of any Statutory Body.
 - (3) Any person appointed to an office under the Statutes shall, except as otherwise provided in the Statutes, be eligible for re-appointment.

- (4) Any person appointed as an acting holder of any office or post shall unless the Court shall otherwise direct be entitled to the same membership of Statutory Bodies as would be the case with the permanent holder thereof.

16. SERVICE OF NOTICES AND DOCUMENTS

- (1) Any notice or document required by or for the purposes of the Charter, the Statutes or the Regulations to be given or sent to a person may be given or sent personally or sent by post to him at his last address registered by the College.

- (2) Where a notice or other document is sent by post, service thereof shall be deemed to have been properly effected at the expiration of 72 hours after the time on which it was posted.

17. INTERPRETATION OF THE STATUTES

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

18. TEMPORARY PROVISIONS

- (1) All acts, matters and things done or transacted by or on behalf of the former College under any provision enabling it in that behalf shall, so far as may be possible, continue in full force and effect and apply to the College as if done or transacted under the provisions of the Statutes.
- (2) All provisions of the Articles and Bye-laws of the former College capable of applying to the College and not inconsistent with the Charter or the Statutes or the Regulations shall apply to the College and continue in full force and effect unless and until repealed, replaced or varied under the provisions of these Statutes and for so long as they shall remain in force and to the extent appropriate to their content they shall be deemed to have the force of Regulations.
- (3) The Court of Governors of the former College in office at the date when the Statutes shall come into effect shall be the Court of the College pursuant to the Charter and the Statutes until the expiration of twelve months from the date when the Statutes come into force or such earlier date as the Court may by resolution determine and during that period shall have and may exercise all the powers and functions vested in the Court by the Charter and the Statutes including the power of appointing and co-opting the first appointed and co-opted members of the new Court and in the case of appointed members determining their periods of office.
- (4) The Court of Governors of the former College in office at the date when the Statutes shall come into effect shall be the Academic Board pursuant to the Charter and the Statutes until the expiration of six months from the date when the Statutes come into force or such earlier date as the Court may by resolution determine and during that period shall have and may exercise all the powers and functions of the Academic Board.
- (5) It shall be the duty of the Court of Governors of the former College possessing the powers and functions under paragraphs (3) and (4) of this Statute to take all steps as are reasonably practicable to ensure that the Academic Board and the Court separate both from each other and from itself be established in accordance

with the provisions of the Charter and the Statutes at the earliest practicable date and thereupon to declare by the appropriate resolution that their own functions as the Academic Board and as the Court respectively shall come to an end.

- (6) All officers and members of the Staff of the former College who were in office or had been appointed on the date the Statutes shall take effect shall ipso facto assume offices or posts of the College as near as possible corresponding to those held by them in the former College and shall continue for the full unexpired period of their appointments and shall be deemed to have been appointed under the provisions of the Statutes.
- (7) All persons appointed at the date the Statutes take effect to represent the former College upon any other authority shall unless the Regulations otherwise provide exercise a similar role in relation to the College for the full unexpired term of their original appointment.
- (8) There shall be power by Regulation to provide for the resolution of any doubt which may arise on any question involving the transition from the former College to the College and for the constitutional arrangements introduced pursuant to the Charter and the Statutes to be brought into effect in an orderly manner.