

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

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Companies Acts 1985 to 2006

Company limited by guarantee

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

COMPANY NUMBER: 00070527

APPROVED 22 JANUARY 2019

1. The name of the company (hereinafter called “the School”) is the London School of Economics and Political Science and the registered office of the School will be situated in England. These Articles constitute the Instrument and Articles of Government of the School pursuant to Section 129B of the Education Reform Act 1988.
2. Object
 - 2.1 The **Object** of the School is to advance education, learning and research for the public benefit.
3. Powers
 - 3.1 The School has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular (and without limitation), the School has power, so far as permitted by charity law:-
 - 3.1.1 to award degrees and other academic or honorary awards, fellowships and other marks of distinction which may be determined from time to time and to withdraw or withhold such awards if there are grounds for doing so;
 - 3.1.2 to co-operate, collaborate or enter into any arrangement with other institutions and individuals and to award joint degrees or other awards;
 - 3.1.3 to establish or support any scheme or trust set up for the benefit of employees and their families in particular for such purpose to acquire

land that is not subject to exclusively charitable trusts, and in which the School has only a part interest;

- 3.1.4 to solicit, receive, accept and administer fees, charges, grants, financial assistance, subscriptions, donations, endowments, legacies, gifts, loans and loan of any property whatsoever whether land or other forms of property and any other sources of income;
- 3.1.5 to give guarantees;
- 3.1.6 to borrow or raise funds and in connection with the borrowing or raising of such funds to give security, and for those purposes the School shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;
- 3.1.7 to act as trustee or manager for and in relation to endowments, legacies and gifts:
- 3.1.8 to acquire, buy, own, lease, maintain, manage and dispose of land and other-property and equipment of any kind;
- 3.1.9 to invest;
- 3.1.10 to insure the School or its property to protect against any foreseeable risk, and to provide indemnity insurance for the Council and senior officers;
- 3.1.11 to establish or acquire subsidiary undertakings;
- 3.1.12 to affiliate, incorporate or acquire and undertake all or any part of the work, property, rights and liabilities of any person, association or institution carrying on any work with an object similar to the School's; and
- 3.1.13 to do anything else within the law which promotes or helps to promote the Object.

4. The Council

4.1 The Council is the governing body of the School. Each Council Member is also a charity trustee and a Member of the School.

4.2 Council shall comprise:

Independent members

4.2.1 ten members who shall be Independent and appointed by Council in accordance with procedures determined by it from time to time;

Ex officio members

- 4.2.2 the Director;
- 4.2.3 the General Secretary of the Students' Union; and
- 4.2.4 the Vice Chair of Academic Board.

Staff and student members

- 4.2.5 three Council Members who shall be nominated by the Academic Board for appointment by Council in accordance with procedures determined by Academic Board from time to time;
 - 4.2.6 one Council Member appointed by Council who shall be a student of the School nominated and replaced from time to time by the Students' Union, in accordance with the procedures of the Students' Union; and
 - 4.2.7 one Council Member appointed by Council who shall be a Professional Services Staff member nominated in accordance with procedures determined by Council from time to time.
- 4.3 The terms of office of Council Members shall be fixed as follows:
- 4.3.2 in the case of the Ex-Officio members, for so long as they shall remain in post;
 - 4.3.3 in the case of a Council Member appointed under Article 4.2.1 for a period of up to three years as determined by Council;
 - 4.3.4 in the case of a Council Member nominated by Academic Board or Professional Service Staff for a period of three years or the period until they shall cease to be qualified for such appointment, whichever shall be the shorter;
 - 4.3.5 in the case of a Council Member nominated by the Students' Union for a period of one year or the period until they shall cease to be a student of the School, whichever shall be the shorter:
- 4.4 Such fixed terms may be eligible for renewal for a further fixed term not exceeding the first so that two fixed terms may run consecutively. Council may, in circumstances which it considers to be exceptional, permit a member to serve for a third term of office provided that no person shall be a Council Member for over nine years.
- 4.5 A Council Member's term of office automatically terminates if they:
- 4.5.1 are disqualified under the Charities Act from acting as a charity trustee;

- 4.5.2 are not considered to be fit and proper to hold office as determined by any applicable regulatory body;
 - 4.5.3 are incapable, whether mentally or physically, of managing their own affairs;
 - 4.5.4 are absent in any academic year for 3 Council meetings held during that period and the Council resolves that their office be vacated;
 - 4.5.5 resigns by written notice to the Secretary; or
 - 4.5.6 are removed by the Members at a general meeting under the Companies Acts;
- 4.6 Council:
- 4.6.1 shall appoint (and may remove) an Independent Member to be Chair of Council (and to also act as Chair of the School in general meeting) for a fixed term of up to three years, renewable once;
 - 4.6.2 may appoint (and may remove) no more than two Independent Members to be Vice-Chair(s) of Council for a fixed term of up to three years, renewable once.
- 4.6 Council must hold at least four meetings each year.
- 4.7 The quorum for the transaction of the business of the Council shall be 10 Council Members, the majority of whom shall be Independent Members.
- 4.8 A meeting of Council (and any of its committees) may be held either in person or by suitable Electronic Means in which all participants may communicate with all the other participants.
- 4.9 Subject to the provisions of the Articles and the Companies Acts, the Council may regulate its proceedings as it thinks fit, which it may prescribe in Standing Orders.
- 4.10 Any issue may be determined by a majority of the votes cast at a meeting, but a resolution In Writing agreed by all the Council Members (other than any conflicted members who have not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 4.11 Every Council Member has one vote on each issue but, in case of equality of votes, the Chair of the meeting has a second or casting vote.
- 4.12 The Council shall appoint a Secretary who shall also act as the clerk to Council.

5. Powers of Council

- 5.1. Subject to the provisions of these Articles, the Council shall exercise all the powers of the School which it may delegate to any person or to any body upon such terms and conditions as it sees fit provided always that the Council shall not delegate responsibility for:
- 5.1.1 the approval of the School strategy;
 - 5.1.2 the approval of the annual estimates of income and expenditure;
 - 5.1.3 the approval of the School annual audited accounts;
 - 5.1.4 the appointment (and removal) of the Director of the School;
 - 5.1.5 the appointment (and removal) of the Secretary;
 - 5.1.6 unless specified in these Articles, the making, alteration, amendment, repeal of or addition to any byelaws or regulations made under the provision of these Articles.

6. General Meetings

- 6.1 In their capacity as Members of the School, Council shall meet from time to time to discharge their responsibilities under the provisions of the Companies Acts.
- 6.2 Written notice of general meetings should be served on all Members at least 14 Clear Days' before the meeting, indicating the business to be discussed and if a special resolution is to be proposed the notice shall set out the terms of the proposed special resolution.
- 6.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least four.
- 6.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by the Members by ordinary resolution. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded in accordance with procedures prescribed in the Standing Orders.
- 6.5 Every Member present in person or by proxy has one vote on each issue. In the case of an equality of votes the Chair shall be entitled to a casting vote in addition to any other vote they may have. Proxies may only validly be appointed by a notice in writing to the Secretary in accordance with the procedures prescribed in Standing Orders.

6.6 Except where otherwise provided by the Articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

7. Benefits and Conflicts

7.1 The income and property of the School shall be applied solely towards the promotion of the Object and, subject to the following paragraphs, no portion thereof shall be paid or transferred directly or indirectly to the Council Members or Members.

7.2 A Council Member shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which the Council Member shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the insurance of Council Member against liabilities are being discussed. If necessary, the Chair or in his or her absence a Vice-Chair shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the Chair or Vice-Chair's interests are to be considered and the other one of them is absent, a Chair or Vice-Chair of a Committee of the Council shall determine the matter.

7.3 No Independent Member shall be appointed to any salaried office of the School.

7.4 The provisions in this Article shall be subject to the following exceptions:-

7.4.1 Council Members may be reimbursed any out of pocket expenses and fees incurred in connection with their attendance at any matter affecting the School in accordance with such Standing Orders as Council may determine from time to time;

7.4.2 Salaried officers and staff appointed as Council Members may be paid all remuneration, fees and royalties to which they would be entitled if they were not appointed, provided that no such person shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to their own conditions of service.

8. The Director of the School

8.1 There shall be a chief executive, academic and administrative officer of the School, who shall be appointed by the Council and shall have the title of Director or such other title as Council shall determine from time to time.

9. The Court

9.1 There shall be a Court which shall have such composition and role as set out in Regulations agreed by Council from time to time, subject to the following conditions:

9.1.1 The purpose of a Court shall be to act as custodian of the ethos and wellbeing of the School and shall include the right to offer its advice on any matter which it considers appropriate for the wellbeing of the School;

9.1.2 Membership is open to any person interested in furthering the Object;
and

9.1.3 The Chair of Council may be the Chair of Court

10. Academic Board

10.1 There shall be an Academic Board of the School to which the Council shall delegate responsibility for the academic standards and the direction and regulation of academic matters, having regard at all times to the educational character and object of the School. Subject to the recommendation of Academic Board, the Council shall prescribe the membership and responsibilities of Academic Board in Bye-Laws.

10.2 The Director shall be the Chair of the Academic Board.

10.3 The Academic Board shall appoint a Vice Chair from amongst its own membership in accordance with procedures prescribed in the Bye-Laws.

11. Students' Union

11.1 The School shall comply with its statutory obligations in relation to any Students' Union of the School.

12. Communications

12.1 Any notices and other written documents to be served on Members or Council Members under the Articles or the Companies Acts may be served:

12.1.1 by hand;

12.1.2 by post to the registered UK address shown in the School's register of Members; or

12.1.3 by suitable Electronic Means.

12.2 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

12.2.1 48 hours after being sent by Electronic Means to the last notified email address;

12.2.2 48 hours after being sent by post to the last notified address; or, if earlier; or

12.2.3 as soon as the recipient acknowledges actual receipt.

13. Validity

13.1 All acts done by a meeting of Council, of a committee of Council or of the School in general meeting, shall be valid notwithstanding the participation in any vote of a member:-

13.1.1 who was disqualified from holding office;

13.1.2 who had previously retired or who had been obliged by the Articles to vacate office; or

13.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:-

13.1.4 the vote of that member; and

13.1.5 that member being counted in the quorum,

the decision has been made by a majority of the members at a quorate meeting.

13.2 A technical defect in service of which the members are unaware at the time does not invalidate decisions taken at a meeting.

13.3 A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a meeting or by written resolution.

14. Guiding Principles of the School

- 14.1 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 School, whether that be as a member, officer or employee of the School or as a student or other individual associated with the School.
- 14.2 The School shall embrace diversity and shall seek to promote the benefits of inclusivity in all of its activities.
- 14.3 Every individual associated with the School shall be entitled to freedom of thought, conscience, and religion, and to hold opinions without interference, disability or disadvantage, and to freedom of expression and speech within the law, including the right to seek, receive and impart information and ideas of all kinds.
- 14.4 Academic staff 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 them in jeopardy of losing their jobs or privileges.

15. Staff

- 15.1 The Council shall ensure that there are procedures to address employment matters for all staff of the School. Such procedures will include provisions for dismissal of a member of staff and for an appeal against such a dismissal.
- 15.2 In determining the procedures to be adopted, Council shall apply the guiding principles in Article 14, and shall ensure the application of the principles of justice and fairness. Any Regulations or procedures made under this Article shall be construed in every case to give effect to the guiding principles referred above.
- 15.3 In respect of academic staff, the provisions in the Academic Staff Annex to these Articles shall apply to any member of the Academic Staff, as defined by the Academic Annex. Each and every reference in the said Annex to the Standing Committee, Council of Management or Council shall be deemed to be a reference to the Council. Reference in the Annex to Article 19A shall be deemed to be a reference to Article 15.3.
- 15.4 No special resolution duly passed by a general meeting or other meeting of the School which would have the effect of modifying the provision in the said Annex to the Articles shall, whilst the Privy Council shall retain oversight for

the approval of the Articles, have that effect unless it has been approved by the Privy Council.

- 15.5 Regulations setting out procedures in respect of academic staff shall only be introduced or amended at a meeting of the Council, and having taken into account the views of the Academic Board. There shall have been prior consultation with the recognised trade unions, such agreement by the trade unions not to be unreasonably withheld.

16. Limited Liability and Guarantee

16.1 The liability of Members is Limited.

16.2 Every Member promises, if the School is dissolved whilst they remain a Member or within one year after ceasing to be a Member, to pay up to £1 towards:

16.2.1 payment of the costs, charges and expenses of winding up; and

16.2.2 the adjustment of rights of contributors among themselves.

17. Winding up

17.1 If the School is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

17.1.1 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the Object;

17.1.2 directly for the Object or for charitable purposes which are within or similar to the Object; or

17.1.3 in such other manner consistent with charitable status as the Charity Regulator approves in writing in advance.

18. Indemnity

18.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every Member or other officer or auditor of the School shall be indemnified out of the assets of the School against any liability occurred by them in defending any proceedings, whether criminal or civil, in which judgement is given in their favour in which they are acquitted or in connection with any application in which relief is granted to them by the

courts from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the School.

19. Interpretation

19.1 In the Articles, unless the context indicates another meaning:

‘Academic Staff’ means any employee of the School who is employed on an academic contract;

‘the Articles’ means the Articles of Association which may be amended by the Members in accordance with the Companies Acts and ‘Article’ refers to a particular Article;

‘Bye-Laws’ means such rules made in accordance with Article 10.1;

‘Charity Regulator’ means the Office for Students (or any successor body) in its capacity as principal charity regulator of the School or the Charity Commission for England and Wales;

‘Companies Acts’ means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to School;

‘Council’ means the board of directors and charity trustees of the School and ‘Council Member’ means any individual member of the Council appointed in accordance with Article 4.2;

‘Clear Day’ does not include the day on which notice is given or the day of the meeting or other event;

‘Electronic Means’ refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference or in which all participants may communicate with all the other participants;

‘Independent’ means an individual who is neither a member of staff nor a student of the School;

‘Member’ means a company law member of the School who has agreed to contribute to the School in the event of its winding up in accordance with Article 16.2;

‘ordinary resolution’ means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power;

‘Professional Services Staff’ means an employee not on an academic contract;

‘Regulations’ means such rules determined by Council or Academic Board from time to time to govern the School’s affairs;

‘Secretary’ means the company secretary of the School or any person appointed to perform the duties of a company secretary;

‘Standing Orders’ means such rules determined by Council from time to time to regulate its proceedings of meetings and that of its members in General Meetings;

‘student’ means a person registered on a programme of study at the School leading to a graduate or postgraduate award;

‘Written’ or ‘In Writing’ refers to a legible document on paper, an email or a document sent by electronic means which is capable of being printed out on paper;

‘year’ means calendar year.

- 19.2 Expressions not otherwise defined which are defined in the Companies Acts have the same meaning.
- 19.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 19.4 Words denoting the singular include the plural and vice versa; words denoting gender include all genders.

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 [Please be aware of the linked byelaw change which affects the definitions at 3 \(1\) a\) and b\)](#)
 - (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.
4. 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 of 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."