

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**

**of**

**GLASGOW SCHOOL OF ART.**  
Registered in Scotland No. SC002271

(Adopted by Special Resolution passed on 11 December 2020)

**1 NAME**

**1.1** The name of the company is "**GLASGOW SCHOOL OF ART.**".

**1.2** The registered office of the company will be situated in Scotland.

**2 DEFINITIONS AND INTERPRETATION**

**2.1** In these articles, unless the context otherwise requires:

"the Acts" means the Companies Act 2006 for the time being in force and the Companies Acts as defined in section 2 thereof in so far as they apply to the School, including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" or "these Articles" means the Articles of Association of the School, together with the Annex as each is for the time being in force;

"the Academic Council" means the Academic Council of the School as referred to in Article 19;

"Award" means an award of the School which is such degree, diploma, certificate or other academic award which is either made by the School under the School's degree awarding powers or made by another awarding body recognised for this purpose by

the School to a student registered by the School for the purpose of study or research as listed on an annual basis in the School's Academic Standards and Quality Regulations;

"Board of Governors" or "Governors" means the board of Governors of the School appointed pursuant to the Order of Council, "Governor" shall be construed accordingly; and each Governor shall be a director of the School for the purposes of the Acts, and for the purpose of the Charities Act, a trustee;

"Board Chair" means the Chair of the Board of Governors appointed pursuant to the Order of Council;

"business day" means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of Glasgow are generally open for business;

"charitable" in relation to any association, authority, body, company, institution, organisation, society or trust shall mean any such association, authority, body, company, institution, organisation, society or trust which is registered on the Scottish Charity Register under the Charities Act and which is also regarded as a charity in relation to the application of the Taxes Acts;

"charitable purpose" means a "charitable purpose" under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the Taxes Acts; and "charitable activity", "charitable donation" and "charitable objects" shall be construed accordingly;

"Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“communication” means the same as in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force;

“the Director” means the Director of the School as referred to in Article 16;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic communication” means the same as in section 15 of the Electronic Communications Act 2000;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“executed” includes any mode of execution;

“the FHE Acts” means the Further and Higher Education (Scotland) Act 1992 and the Further and Higher Education (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;

“FOISA” means the Freedom of Information (Scotland) Act 2002 including any statutory modification or re-enactment thereof for the time being in force;

“HEGA 2016” means the Higher Education Governance (Scotland) Act 2016;

“Independent Governors” means the independent members of the Board of Governors appointed pursuant to article 3(g) of the Order of Council;

“Members of Staff” means all persons who are employees of the School;

“Order of Council” means The Glasgow School of Art Order of Council 2020 (SSI2020/303);

“Regulations” means regulations made by the Board of Governors or the Academic Council and by committees of either empowered to regulate on their behalf pursuant to the Articles;

“Relevant Trade Union” means any trade union identified in accordance with section 10(2) of HEGA 2016;

“School” means Glasgow School of Art., a company limited by guarantee incorporated in Scotland under the Companies Acts with registered number SC002271;

“Secretary” means the secretary of the School or any other person appointed in terms of Article 14 to perform the duties of the secretary of the School, including a joint, assistant or deputy secretary or clerk to the Board of Governors;

“Staff Governors” means the members of the Board of Governors appointed pursuant to article 3(c) of the Order of Council;

“Students” means persons registered by the School for the purposes of full-time, part-time or occasional study or research in further, higher or university education as defined in the FHE Acts (including all persons holding sabbatical office in the Students' Association, irrespective of whether or not they remain registered as students of the School during their period of office);

“Students' Association” means any association of the generality of Students of the School formed in accordance with Article 18.1, to further the educational purposes of the School and the interests of Students as Students;

“Student Governors” means the members of the Board of Governors appointed pursuant to article 3(f) of the Order of Council;

“subsidiary” has the meaning ascribed by section 1159 Companies Act 2006;

“TU Governor” means the members of the Board of Governors appointed pursuant to article 3(d) and 3(e) of the Order of Council;

"Taxes Acts" means the Income and Corporation Taxes Act 1988 (including any statutory modification or re-enactment thereof for the time being in force) and any other legislation relating to taxation in the United Kingdom;

"the United Kingdom" means Great Britain and Northern Ireland;

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

**2.2** Unless the context otherwise requires, words and expressions contained in the Articles bear the same meaning as in the FHE Acts or the Companies Act 2006 (as the case may be) including any statutory modification or re-enactment thereof for the time being in force.

**2.3** The model articles of association as prescribed in Schedule 2 to the Companies (Model Articles) Regulations 2008 are excluded in respect of the School.

### **3 OBJECTS**

**3.1** The objects for which the School is established is the advancement of education, and in pursuance thereof the School is established to continue and take over the assets and liabilities of the Art School which has existed in Glasgow since 1842, latterly under the name of "THE GLASGOW SCHOOL OF ART AND HALDANE ACADEMY", and to advance, for the public benefit, the education of the public in the sphere of art including, without prejudice to the foregoing generality, art, fine art, design, and architecture and, in furtherance thereof, to provide for the giving of lectures, conducting of seminars, holding of conferences, to undertake research, and the promotion and support of exhibitions and to provide educational facilities and instruction and information on all matters connected with the sphere of art and of the objects of the School. The objects for which the School is established are wholly and exclusively charitable purposes.

**3.2** Pursuant to the objects of the School detailed in Article 3.1, the School shall have the following powers, which powers shall be exercisable solely to further such objects:

- 3.2.1** to carry on and conduct the activities of a higher education institution in accordance with the FHE Acts;
- 3.2.2** subject to the FHE Acts to carry on and conduct an art school for the purpose of providing higher education (within the meaning of the FHE Acts);
- 3.2.3** to advance learning and knowledge in all their aspects and to provide artistic, industrial, commercial and scientific education and training;
- 3.2.4** to provide programmes of education or artistic or technical study for Students at all levels and in all branches of higher education and to set up or abolish departments, schools, faculties and other units of organisation and senior management structures for teaching and non-teaching Members of Staff with such functions, duties and powers as the School may consider desirable for the purpose of its objects;
- 3.2.5** to provide opportunities and facilities for research of any kind, including the publication of results, papers, reports, treatises, theses or other material in connection with or arising out of such research;
- 3.2.6** to provide opportunities and facilities for the exhibition and public display of artistic works of any kind (including, but not limited to, works created by Students or Members of Staff);
- 3.2.7** to grant all such degrees, diplomas, certificates and such other academic awards or distinctions (including honorary degrees, fellowships and other honorary academic distinctions) as may be granted by the School (including in conjunction with such validating body as the School may enter into an agreement for conferral of such awards with from time to time or otherwise), or to deprive any person of any such award or distinction;
- 3.2.8** to provide for the recreational, social and pastoral needs of its Students, and to establish and fund a Students' Association;

- 3.2.9** to manage and curate heritage assets, archives and collections in connection with or furtherance of the School's objects, and to exhibit or publicly display same;
- 3.2.10** to provide, equip and maintain buildings for teaching, research and exhibition, residential accommodation for Members of Staff and Students, libraries, studios, workshops, exhibition spaces, canteens, sports and all other facilities appropriate to the needs of Members of Staff and Students;
- 3.2.11** to purchase, take on lease or in exchange, hire or otherwise acquire office or other premises, buildings, furniture, fixtures, fittings, equipment, vehicles and all other effects of every description necessary or convenient for use in connection with or for the purpose of all or any of the objects of the School and to construct, maintain, alter or demolish any buildings or premises;
- 3.2.12** to employ and train Members of Staff;
- 3.2.13** to formulate and implement such other proposals, strategies and plans as are appropriate to the achievement of the School's objects and accordingly to consult educationalists, academics, management and financial consultants, representatives of national and local government, education authorities, universities, colleges, other institutions of higher education and centres of learning and other appropriate professional and technical advisers;
- 3.2.14** to commission studies, research, reports and artistic works of any kind and to engage, retain or employ and enter into agreements with persons, firms and other bodies whose services are necessary or desirable for all purposes intended to promote the objects of the School;
- 3.2.15** to publicise by any means (including, without limitation, electronic communication and social media) the objects and activities of the School and to publish and distribute by any means (including, without limitation, electronic communication and social media) any newsletter, magazine, book, circular, leaflet, sound or video recording, website content or other

publication which the School may consider desirable for the promotion of its objects;

- 3.2.16** to hold, promote, sponsor, arrange or organise meetings, exhibitions, performances, conferences, lectures, presentations and talks in furtherance of the purposes of the School;
- 3.2.17** to enter into any arrangement with any government or authority (supreme, municipal, local or otherwise) or any art school, university, college, educational institution or other centre of learning, corporation, company, person or other body either within the United Kingdom or overseas that may seem conducive to the attainment of the School's objects or any of them;
- 3.2.18** to accept, acquire, take or receive gifts, donations, grants, contributions, legacies and bequests and to solicit and invite the provision of funds for all or any of the purposes of the School and without prejudice to the foregoing to receive and distribute funds from governmental or any other sources;
- 3.2.19** to take any gift of property, whether subject to any trust or not, for any one or more of the objects of the School;
- 3.2.20** to undertake and organise schemes for the raising of money, other financial support and assistance in kind, and appeals both public and private;
- 3.2.21** to undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the School and which may lawfully be undertaken by the School;
- 3.2.22** to undertake any charitable activity which directly or indirectly promotes any of the objects of the School;
- 3.2.23** to make any charitable donation either in cash or assets in furtherance of the objects of the School;



- 3.2.24** to establish, subsidise, promote, acquire, co-operate, amalgamate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any art school, university, college or other educational institution or any other association, society or other body, corporate or unincorporated, established for charitable purposes only and having primary objects wholly or partly similar to those of the School;
- 3.2.25** to hold, sell, convey, transfer, mortgage, exchange, lease or otherwise dispose of any heritable or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the School;
- 3.2.26** subject to such consents as may be required by law, to borrow or raise money for the objects of the School on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise;
- 3.2.27** to advance money on loan with or without security and upon such terms as the School may deem expedient;
- 3.2.28** to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 3.2.29** to invest the monies of the School not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 3.2.30** to establish, promote, acquire or assist any company or companies with charitable objects all or any of which are similar to the objects of the School for the purpose of disposing of all or any of the School's property, rights and liabilities or for the purpose of carrying on any activity which the School is

authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the School in the furtherance of its objects;

- 3.2.31** to establish, promote or acquire companies (whether charitable or commercial) whose activities may further one or more of the objects of the School, or may generate income to support the activities of the School, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the School, all such functions as may be associated with a holding company;
- 3.2.32** to give indemnity for, or to guarantee, support or secure whether by undertaking or covenant or by any such mortgage, charge, or lien, or by all or any such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the School by any company which is for the time being a wholly owned subsidiary;
- 3.2.33** to give indemnity for or to guarantee, support or secure, whether by personal covenant or by any such mortgage, charge or lien, or by all or any such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on any securities) of any other university, college or other educational institution, association, society or other body, corporate or unincorporated, established for charitable purposes only and having primary objects wholly or partly similar to those of the School (including any such entity associated with or affiliated to the School);
- 3.2.34** to establish and support pension and superannuation schemes for the benefit of Members of Staff, and to grant pensions or retiring allowances to Members of Staff or to their dependants;
- 3.2.35** subject to the requirements of any enactment, to purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which the School is authorised to co-operate or federate;

- 3.2.36** to levy and receive fees and to accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the School, or in discharge or satisfaction of any debt, obligation or liability to the School either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another and generally on such terms as may be considered expedient;
- 3.2.37** to apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trademarks, secret processes, know-how and inventions, any other intellectual property and any interest therein;
- 3.2.38** to pay for any property, assets or rights acquired by the School and to discharge or satisfy any debt, obligation or liability of the School, either in cash or by any other securities which the School has power to issue or partly in one way and partly in another and generally on such terms as may be considered expedient;
- 3.2.39** to found scholarships and exhibitions and to make grants, and to give prizes;
- 3.2.40** to keep a register of the School's graduates and to establish and maintain an association of its alumni and those of any affiliated institution and of former Students of any institution which may be merged with the School;
- 3.2.41** to make and publish bye-laws, rules and regulations for the government and conduct of the School as a higher education institution and its Students, and to alter, amend, vary, add to or rescind any such bye-laws, rules and regulations as may from time to time be deemed expedient;
- 3.2.42** to pay out of the funds of the School the costs, charges and expenses of and incidental to the formation and registration of the School; and

**3.2.43** to do all such other things as are necessary or incidental to the attainment of the objects of the School or any of them.

#### **4 APPLICATION OF INCOME AND PROPERTY**

The income and property of the School shall be applied solely towards the promotion of its objects as set out in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the School, and no member of its Board of Governors shall be appointed to any office of the School paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the School, provided that nothing herein shall prevent any payment in good faith by the School:

- a** of a reasonable and proper remuneration to any member, officer or servant of the School (not, subject to sub-clause (b) of this Article 4, being a member of its Board of Governors) for any services rendered to the School, and to any Governor who shall be entitled to charge and be paid all usual professional or other charges for work done by them or their firm when instructed by the Board of Governors so to act in that capacity on behalf of the School;
- b** to any member of its Board of Governors or of any committee for any reasonable out-of-pocket expenses or attendance allowances or for premises let to the School;
- c** of fees, remuneration or other benefit in money or money's worth to a company of which a member of the School or of its Board of Governors may be a member holding not more than one hundredth part of the capital of such company;
- d** of reasonable and proper remuneration to any member of the School or of its Board of Governors who is employed by the School as the Director, or as a Member of Staff or examiner provided always that no such member shall be entitled to vote upon any resolution providing for payment of or relating

to such remuneration or relating to the conditions of service of any such officer or servant of the School;

- e of reasonable remuneration and allowances to the Board Chair, as the Board of Governors considers reasonable from time to time in accordance with section 9 of HEGA 2016 (subject always to the provisions of the Charities Act regarding remuneration of charity trustees);
- f of reasonable remuneration or directors' fees to any other Governor (as considered reasonable and appropriate by the Board of Governors from time to time) for services rendered by them to the School (subject always to the provisions of the Charities Act regarding remuneration of charity trustees);  
or
- g of any other payment permitted by section 67 of the Charities Act.

## **5 LIMITED LIABILITY**

- 5.1 The liability of the members (being those individuals who are the members of the School from time to time pursuant to Article 6) is limited.
- 5.2 Every member of the School undertakes to contribute to the assets of the School, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the School contracted before they cease to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00 (One Pound Sterling).
- 5.3 If any member of the School shall pay or receive any dividend, bonus or other profit in contravention of the terms of Article 4 their liability shall be unlimited.

## **6 MEMBERSHIP**

- 6.1 Only Governors may be admitted as members of the School.

- 6.2** Any person becoming qualified to be a member of the School by appointment as a Governor, on accepting such office of Governor, shall signify in writing to the Secretary their application and consent to become such member and the Secretary shall thereupon enter the name and address of such person in the register of members of the School and upon such entry that person shall become a member accordingly.
- 6.3** Any member of the School who ceases to be a Governor for any reason whatsoever shall be deemed to have automatically resigned as a member of the School upon ceasing to be a Governor, and their name shall be removed from the register of members accordingly.
- 6.4** Membership of the School shall not be transferable or transmissible and shall cease on death.
- 6.5** The number of members of the School shall not exceed twenty five.

## **7 GENERAL MEETINGS**

- 7.1** A general meeting shall be convened by the Board of Governors (in accordance with section 304 of the Companies Act 2006) on requisition by members of the School (under section 303 of the Companies Act 2006) or on requisition by a resigning auditor (under section 518(2) of the Companies Act 2006).
- 7.2** Subject to the preceding Article and to the requirements of the Acts as to the holding of general meetings, the Board of Governors may convene general meetings whenever they think fit.

## **8 NOTICE OF GENERAL MEETINGS**

- 8.1** General meetings shall be called by at least twenty one clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having the right to attend and vote being a majority who

together represent not less than 90% of the total voting rights at that meeting of all the members.

- 8.2** A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 8.3** Notice of every general meeting shall be given to all the members of the School and to the School's auditors.
- 8.4** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **9 PROCEEDINGS AT GENERAL MEETINGS**

- 9.1** No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be eleven individuals entitled to vote (each being a member or a proxy for a member), of whom not less than six shall be Independent Governors (and for these purposes, the Board Chair shall be deemed to be an Independent Governor).
- 9.2** If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 9.3** The Board Chair (or, in their absence, a vice chair) shall preside as chair of the meeting; if neither the Board Chair nor a vice chair is present within half an hour of the time appointed for holding the meeting, the members of the School who are present shall elect one of their number to act as chair of the meeting.
- 9.4** The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.

- 9.5** Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 9.6** Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- 9.6.1** shall appoint another member of the School only to act as a proxy on their behalf;
- 9.6.2** shall lodge with the School, at the School's registered office, a written instrument of proxy (in such form as the Board of Governors require), signed by them; or
- 9.6.3** shall send by electronic means to the School, at such electronic address as may have been notified to the members by the School for that purpose, an instrument of proxy (in such form as the Board of Governors require),
- providing (in either case), the instrument of proxy is received by the School at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 9.7** An instrument of proxy which does not conform with the provisions of Article 9.6, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 9.8** A member of the School shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 9.9** A proxy appointed to attend and vote at any meeting instead of a member of the School shall have the same right as the member who appointed them to speak at the meeting and shall be a member of the School.
- 9.10** A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the School at the School's registered office (or, where sent by



electronic means, was received by the School at the address notified by the School to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

- 9.11** If there are an equal number of votes for and against any resolution, the chair of the meeting shall be entitled to a deliberative and casting vote.
- 9.12** A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 9.13** If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct, and the result of the ballot shall be declared at the meeting at which the ballot was demanded.

## **10 THE BOARD OF GOVERNORS**

- 10.1** The School shall be governed in accordance with the Articles and the Order of Council by the Board of Governors.
- 10.2** Appointment & Nominations Processes

### **10.2.1** Board Chair

The Board Chair shall be appointed in accordance with article 4 of the Order of Council, and in accordance with such rules and processes as may be prescribed by the Governors from time to time to effect such appointment. Any decision by the Board of Governors to reappoint the Board Chair in terms of article 8(5) of the Order of Council shall be made by a resolution of the Board of Governors approving such reappointment following on a recommendation of such reappointment by the committee with delegated responsibility from the Board of Governors for nominations (or such other

committee as the Board of Governors may delegate such business to from time to time).

#### **10.2.2 Staff Governors**

The Staff Governors shall be elected by and from the Members of Staff, being: (i) one elected from among the Members of Staff who are support staff (as identified as such according to rules made by the Board of Governors from time to time); and (ii) one elected from among the Members of Staff who are academic staff (as identified as such according to rules made or adopted by the Board of Governors from time to time) and shall be elected in accordance with such rules as are made or adopted by the Board of Governors from time to time.

#### **10.2.3 TU Governors**

TU Governors shall be nominated by Relevant Trade Unions in accordance with such rules as are made by the Board of Governors from time to time.

#### **10.2.4 Student Governors**

Student Governors shall be nominated by the Students' Association in accordance with such rules as are agreed with the Students' Association and approved by the Board of Governors from time to time.

#### **10.2.5 Independent Governors**

Independent Governors shall be appointed by the Board of Governors in accordance with article 3(g) of the Order of Council.

**10.3** The Board of Governors may appoint a maximum of two vice chairs from among the Independent Governors for such period and according to such rules and processes as may be made by the Board of Governors from time to time to effect such appointment. Appointment as a vice chair shall cease on the person appointed ceasing to be a Governor. The vice chair of the Board of Governors may be removed from that office according to such rules and processes as may be made by the Governors from time to time. For the avoidance of doubt, a vice chair shall be empowered to exercise all of the functions and powers of the Board Chair (including

but not limited to those specified in section 1 of HEGA 2016) in the absence of the Board Chair or during any period when the office of Board Chair is vacant.

**10.4** A Governor shall cease to be a Governor if:

**10.4.1** they cease to be a Governor by virtue of any provision of the Acts or they become prohibited by law from being a director or a charity trustee; or

**10.4.2** they become bankrupt or make any arrangement or composition with their creditors generally; or

**10.4.3** their term of office expires or, if earlier, they cease to be eligible to hold that office; or

**10.4.4** they cease to be a member of the School.

**10.5** Removal

**10.5.1** If, at any time, the Board of Governors is satisfied (having conducted such investigation into the matter as the Board of Governors considers reasonable) that any Governor (including the Board Chair):

**a** has failed to attend any meetings of the Board of Governors or any of their committees or sub-committees for four or more consecutive meetings otherwise than for a reason approved by the Board of Governors; or

**b** is unable or unfit to discharge the functions of a Governor; or

**c** has acted in a manner incompatible with their role as a Governor (whether or not in the capacity as a Governor); or

**d** has materially breached the conditions of their appointment as a Governor or Board Chair, including the requirements of the Scottish Code of Good Higher Education Governance; or

- e is or may be, suffering from physical or mental incapacity and an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental health or incapacity for their detention or for the appointment of a receiver, curator bonis, guardian or other person to exercise powers with respect to their property or affairs or which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have (subject always to the Board of Governors having due regard to the Equality Act 2010 (or any statutory modification or re-enactment thereof for the time being in force)); or
- f has materially breached any of the policies and procedures of the School applicable to the Board of Governors; or
- g is convicted of any criminal offence involving dishonesty; or
- h has failed to declare the nature of their interest (as required by section 177 or section 182 Companies Act 2006) in any contract, transaction or arrangement with the School in which they have a direct or indirect interest; or
- i is considered by a majority of the Board of Governors to be subject to the circumstances contemplated by section 66(5) of the Charities Act;

the Board of Governors may, by notice in writing to that Governor, propose a resolution to remove them from office (a "Removal Resolution").

**10.5.2** Upon a Removal Resolution being proposed:-

- a the Governor subject to the Removal Resolution shall be advised of the grounds on which it is proposed to remove them, and shall be entitled to make representations (orally or in writing, at the discretion of the Board of the Governors) to the Board of Governors;

- b** the Removal Resolution shall require a majority of the members of the Board of Governors to vote in favour in order to be passed; and
- c** in the event of the Removal Resolution being passed, the member so removed shall be entitled to have the removal process reviewed by notice in writing to the Board of Governors within 14 days of the date on which the Removal Resolution is passed. Any such review shall be conducted by an independent third party, being a person not employed or engaged by the School (nor having been employed or engaged by the School during the preceding 5 years) and being a person holding or having held judicial office or being an advocate of not less than 10 years standing. If such review concludes that the removal of the Governor by the Removal Resolution was fair and reasonable in all the circumstances, the removal shall stand. If such review concludes that the removal of the Governor by the Removal Resolution was not fair and reasonable in all the circumstances, the independent reviewer shall have the power to require the Board of Governors to reconsider the decision to remove, or to quash the decision.

**10.6** A Governor may at any time by notice in writing to the Secretary resign their office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.

**10.7** If:-

**10.7.1** a Staff Governor or a TU Governor ceases to be a Member of Staff; or

**10.7.2** a Student Governor ceases to be a Student; or

**10.7.3** an Independent Governor becomes a Member of Staff or a Student,

they will be deemed to have automatically vacated office as a Governor.

- 10.8** It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with the Order of Council for appointment as a Governor of any description or category.

## **11 CONFLICT OF INTEREST**

- 11.1** Subject to the provisions of the Acts, the Charities Acts and Article 4 and provided that they have disclosed to the Board of Governors the nature and extent of any material interest of theirs and (subject to Articles 13.9 and 13.10) have not been counted in the quorum for nor voted on the resolution to approve such transaction or arrangement, a Governor notwithstanding their office:

**11.1.1** may be a party to, or otherwise interested in, any transaction or arrangement with the School or in which the School is otherwise interested;

**11.1.2** may be a director or other officer of, or employed by, or a party to, any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the School or in which the School is otherwise interested; and

**11.1.3** shall not, by reason of their office, be accountable to the School for any benefits which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

- 11.2** For the purposes of the preceding article:

**11.2.1** a general notice given to the Board of Governors that a Governor is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Governor

has an interest in any such transaction of the nature and extent so specified;  
and

**11.2.2** an interest of which a Governor has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

**11.3** Subject to the Charities Act, the Governors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a Governor (an "Interested Governor") breaching their duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("Conflict"):

**11.3.1** Any authorisation under this Article will be effective only if:

- a** to the extent permitted by the Companies Act 2006 the matter in question shall have been proposed by any Governor for consideration in the same way that any other matter may be proposed to the Governors under the provisions of these Articles or in such other manner as the Board of Governors may determine;
- b** any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Governor or any other interested Governor; and
- c** the matter was agreed to without the Interested Governor voting or would have been agreed to if the Interested Governor's and any other interested Governor's vote had not been counted.

**11.3.2** Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

- a** extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

- b** provide that the Interested Governor be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Board of Governors or otherwise) related to the Conflict;
- c** provide that the Interested Governor shall or shall not be an eligible Governor in respect of any future decision of the Board of Governors or any committee of the Board of Governors in relation to any resolution related to the Conflict;
- d** impose upon the Interested Governor such other terms for the purposes of dealing with the Conflict as the Board of Governors thinks fit;
- e** provide that, where the Interested Governor obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Governor of the School) information that is confidential to a third party, they will not be obliged to disclose that information to the School, or to use it in relation to the School's affairs where to do so would amount to a breach of that confidence; and
- f** permit the Interested Governor to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Board of Governors or any committee of the Board of Governors and be excused from reviewing papers prepared by, or for, the Governors to the extent they relate to such matters.

**11.3.3** Where the Governors authorise a Conflict, the Interested Governor will be obliged to conduct themselves in accordance with any terms imposed by the Board of Governors in relation to the Conflict.

**11.3.4** The Governors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Governor, prior to such revocation or variation in accordance with the terms of such authorisation.



**11.3.5** A Governor is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the School for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Governors or by the School in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **12 ROLE OF THE BOARD OF GOVERNORS**

**12.1** The Board of Governors shall have inter alia the following responsibilities:

**12.1.1** ensuring the effective management of the School and overseeing the development, approval and review of the mission and strategic vision of the School;

**12.1.2** the determination of the educational character and mission of the School and the oversight of its activities;

**12.1.3** the appointment of the Independent Governors and the Board Chair in accordance with the Order of Council and Article 10.2.1 and Article 10.2.5 respectively.

**12.2** Subject to the provisions of the Acts, the Articles and to any directions given by special resolution of the members of the School, the business of the School shall be managed by the Board of Governors who may exercise all the powers of the School, including the following:

**12.2.1** subject as aforesaid and to any reservation by the Board of Governors from time to time, to delegate such of its powers as it considers desirable to be exercised by:-

- a** any committee established in accordance with Article 12.4;
- b** the Board Chair;

- c the Director;
- d the Academic Council;
- e any Member of Staff;

and any such delegation may be made by such means (including power of attorney), upon such terms and subject to such conditions as the Board of Governors may impose and may be revoked or altered;

**12.2.2** to establish committees for any purpose and to make Regulations for their conduct in accordance with Article 12.4.

**12.2.3** to appoint, by power of attorney or otherwise, any person to be the agent of the School for such purposes and on such conditions as it may determine, including authority for the agent to delegate all or any of their powers; and

**12.2.4** to pay to its members such travelling, subsistence or other allowances as it may determine.

**12.3** It shall be the duty of the Board of Governors:

**12.3.1** to appoint external auditors and to fix their remuneration;

**12.3.2** to establish an audit committee, nomination committee and remuneration committee and make Regulations for their conduct;

**12.3.3** to appoint the Director;

**12.3.4** to appoint a Secretary;

**12.3.5** to appoint (pursuant Article 19) certain members of the Academic Council, which shall have the responsibilities set out in Article 19, and to make Regulations for its conduct;

**12.3.6** to determine the tuition and other fees payable to the School (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Scottish Further and Higher Education Funding Council);

**12.3.7** to make such Regulations in regard to the government and conduct of the School as may be required by these Articles or as it may deem to be desirable and consistent therewith.

**12.4** The Board of Governors shall have the power to establish committees and, subject to the provisions of Article 13, to make Regulations providing for their membership, remit, conduct and the terms on which their members hold or vacate office as a committee member (provided always that a member of any committee shall cease to be a member of that committee if, in case of a Governor, they cease to be a Governor for any reason or, in case of any other person, if the Board of Governors reasonably considers that any of the circumstances referred to in Article 10.5.1 apply to them (save in respect of the references therein to holding office as a Governor) and resolves to remove them as a member of that committee). Any such committee:-

**12.4.1** shall consist of two or more members of the Board of Governors and such other persons (who may, but need not be, members of the Board of Governors) as the Board of Governors may determine;

**12.4.2** shall be chaired or convened by an Independent Governor (or the Board Chair) who shall have both a deliberative and a casting vote;

## **13 MEETINGS OF THE BOARD OF GOVERNORS**

**13.1** There shall be held in every calendar year at least four ordinary meetings of the Board of Governors, at such place and time as may be determined by the Board of Governors.

**13.2** The agenda of ordinary meetings of the Board of Governors may include Reserved Business. Reserved Business shall comprise business where the School reasonably considers that information might reasonably be exempt from disclosure under FOISA or on the grounds of protection of personal data under the terms of any applicable

data protection and privacy legislation in force from time to time in the UK (including, but not limited to the Data Protection Act 2018 and General Data Protection Regulation ((EU) 2016/679)).

- 13.3** The agenda and minutes of meetings of the Board of Governors shall be available in electronic form and in the office of the Secretary for inspection by any Member of Staff or Student, except in as far as any or all of the proceedings shall have been deemed to be confidential or Reserved Business pursuant to Article 13.2.
- 13.4** Upon the written requisition of the Board Chair or of not fewer than five members of the Board of Governors the Secretary shall convene a special meeting of the Board of Governors. Such requisition shall specify the business to be transacted at the special meeting and the Secretary shall within seven days after receipt by them of such requisition convene a special meeting to be held within twenty eight days of the date of the notice convening the meeting, and the notice shall specify the business to be transacted at the special meeting. No business shall be transacted at any special meeting other than that specified in the relevant notice and any business incidental thereto.
- 13.5** The quorum for all meetings of the Board of Governors (including any special meeting convened pursuant to Article 13.3) shall be eleven Governors of whom a minimum of six shall be Independent Governors (and for these purposes the Board Chair shall be deemed to be an Independent Governor). The Board of Governors may act notwithstanding vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may only act for the purpose of filling vacancies.
- 13.6** Subject to the provisions of these Articles, a Governor may participate in any meeting of the Board of Governors or any committee of the Board of Governors by means of conference telephone, audio-visual or similar communications equipment (electronic or otherwise) whereby all of the Governors participating in the meeting can hear each other, and the Governors participating in a meeting in this manner shall be deemed to be present in person at such meeting, which shall be deemed to take place wherever the Governors determine.

- 13.7** Notice of a meeting of the Board of Governors must be given to each Governor. Notice of any meeting of the Board of Governors must indicate:
- 13.7.1** its proposed date and time;
  - 13.7.2** where it is to take place; and
  - 13.7.3** if it is anticipated that Governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.8** Whenever practicable, the Board of Governors shall be given notice of not less than two weeks of a meeting and receive the agenda not less than one week before the date of the meeting.
- 13.9** Questions arising at a meeting shall be decided by a majority of votes. In the event of an equality of votes at any meeting the chair of the meeting shall have a second and casting vote.
- 13.10** A resolution of the Board of Governors or a committee of the Board of Governors may take the form of a resolution in writing, copies of which have been signed by each eligible Governor or member of such committee (as the case may be) to which each eligible Governor or eligible committee member (as the case may be) has otherwise indicated agreement in writing; provided that references in this Article to each "eligible Governor" are to Governors and references to each "eligible committee member" are to committee members who in either case would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board of Governors or committee (as the case may be) sufficient to constitute a quorum at such a meeting.
- 13.11** Subject to these Articles, the Board of Governors may regulate their proceedings as they think fit.
- 13.12** Save as otherwise provided by the Articles if a proposed resolution of the Board of Governors or any committee of the Board of Governors is concerned with an actual

or proposed transaction or arrangement with the School in which a Governor is interested, that Governor shall not be counted in the quorum in relation to, nor vote on, that resolution unless the Governor's interest cannot reasonably be regarded as likely to give rise to a conflict of interest. For the purpose of this Article an interest of a person who is for any purpose of the Companies Act 2006 connected with a Governor shall be treated as an interest of that Governor.

- 13.13** If a question arises at a meeting of the Board of Governors or a committee of the Board of Governors as to the right of a Governor to be counted in the quorum or to vote, the question may before the conclusion of the meeting be referred to the chair of the meeting whose ruling in relation to any Governor other than themselves shall be final and conclusive; and any such question arising in respect of the chair, shall be decided by a decision of the Governors at that meeting.
- 13.14** No act or resolution of the Board of Governors, nor of any committee or other body constituted in accordance with these Articles shall be invalid by reason only of any vacancy in the body doing or passing it or by reason of any want of qualification by or invalidity in the appointment of any *de facto* member of the body whether present or absent.
- 13.15** Members of the Board of Governors, or of any committee or other body constituted in accordance with these Articles, shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, nor shall any member or other person be entitled to vote on behalf of another member who is absent for any reason from a meeting of the Board of Governors or of the Academic Council.

## **14 SECRETARY**

The Secretary shall be appointed by the Board of Governors for such term, at such remuneration and upon such conditions as the Board of Governors may think fit; and any Secretary so appointed may be removed by the Board of Governors (always provided that any assistant or deputy secretary or clerk to the Board of Governors need not be appointed or removed by the Board of Governors, nor shall their remuneration or other conditions of appointment require to be fixed by the Board of Governors).

## **15 MINUTES**

The Board of Governors shall ensure that minutes are made of all proceedings at general meetings, meetings of the Board of Governors and meetings of committees of the Board of Governors including the names of the Governors present and details of all resolutions and proceedings at each such meeting.

## **16 THE DIRECTOR**

**16.1** The Governors shall make arrangements to secure that such of their functions as are specified in Article 16.2 shall be discharged on their behalf by the Director.

**16.2** In pursuance of arrangements made under Article 16.1, the Director shall discharge the functions of the Board of Governors relating to:

**16.2.1** the organisation and management of the School and the discipline therein;  
and

**16.2.2** with the advice of the Academic Council, the overall planning, co-ordination, development and supervision of the academic work of the School.

**16.3** In discharging the functions specified in Article 16.2, the Director shall be subject to the general control and direction of the Board of Governors but otherwise the Director shall have all the powers and duties of the Board of Governors in relation to those functions.

## **17 APPOINTMENT OF MEMBERS OF STAFF**

**17.1** The Board of Governors may from time to time appoint, such Members of Staff as may be required for the service of the School.

**17.2** The Board of Governors may delegate to the Director from time to time power to appoint such Members of Staff as may be deemed necessary for the efficient functioning of the School.

- 17.3** The Board of Governors may from time to time institute such appointments (whether paid or honorary) with such powers, duties, remuneration and terms and conditions of appointment as it shall deem fit.

## **18 STUDENTS' ASSOCIATION**

- 18.1** There shall be a Students' Association in accordance with the Education Act 1994, including any statutory modification or re-enactment thereof for the time being in force.

- 18.2** The Students' Association shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or revocation of that constitution in part or in whole, shall be valid unless and until approved by the Board of Governors.

- 18.3** The Board of Governors shall satisfy itself that Students have the opportunity to raise matters of proper concern to them at such levels in the School as may be appropriate and that procedures exist for this purpose.

## **19 THE ACADEMIC COUNCIL**

- 19.1** The Academic Council shall consist of the following persons, namely:-

**19.1.1** The Director (who shall be the Convenor of the Academic Council);

**19.1.2** The following senior staff or equivalent post holders as retitled:

- a** Deputy Director Academic
- b** Deputy Director Research and Innovation
- c** Heads of the Schools
- d** Head of Learning and Teaching
- e** Academic Registrar
- f** Head of Library Services
- g** Head of Research and Enterprise
- h** Registrar and Secretary;



- 19.1.3** Fourteen (or otherwise adjusted to ensure compliance with HEGA 2016) elected Members of Staff (not otherwise being permanent members or co-opted members of the Academic Council), elected by and from members of the part-time and full-time academic staff according to rules adopted by the Board of Governors from time to time;
- 19.1.4** The following elected students:
- a** the President of the Students' Association; and
  - b** two students (or otherwise adjusted to ensure compliance with HEGA 2016), elected by Students from among the Students; and
- 19.1.5** Up to three co-opted members, two of whom shall normally be representatives of any validating body which confers awards on behalf of the School from time to time.
- 19.2** A member of the Academic Council shall cease to be a member of the Academic Council if:
- 19.2.1** their term of office expires without re-appointment;
  - 19.2.2** they cease to be eligible for such appointment;
  - 19.2.3** they have acted in a manner which is deemed by the Board of Governors to bring the School into disrepute, on written notice of removal by the Board of Governors;
  - 19.2.4** they are removed by the Academic Council pursuant to any rules or process developed by the Academic Council in terms of Article 19.8; or
  - 19.2.5** they resign by written notice to the Academic Council.
- 19.3** The Board of Governors shall confer on the Academic Council the following functions:

**19.3.1** the function of advising the Director in relation to the overall planning, co-ordination, development and supervision of the academic work of the institution; and

**19.3.2** such other functions of the Board of Governors as may be assigned to the Academic Council by the Governors from time to time,

Provided that the functions specified in this Article shall be discharged by the Academic Council subject to the general control and direction of the Board of Governors.

**19.4** In discharging the functions specified in Article 19.3, the Academic Council shall have all the powers and duties of the Board of Governors in relation to those functions and shall have the power to make any recommendation to the Board of Governors on such matters relating to those functions as the Academic Council may think fit.

**19.5** The Board of Governors shall make arrangements to secure that the Academic Council shall discharge the functions imposed on them by or under Article 19.3.

**19.6** There shall be held in every calendar year at least four meetings of the Academic Council.

**19.7** A member of the Academic Council may participate in a meeting of the Academic Council by means of a conference telephone, audio visual or similar communications equipment (electronic or otherwise) whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair then is.

**19.8** Subject to Article 19.9, the Academic Council shall approve such Regulations, rules and processes, and may regulate its proceedings and the conduct of its meetings as it shall think fit.

**19.9** The provisions of Articles 13.2, Article 13.3, Article 13.6, Article 13.8, Article 13.9, Article 13.14 and Article 13.15 shall *mutatis mutandis* apply to the meetings and proceedings of the Academic Council.

## **20 ACCOUNTS**

**20.1** True accounts shall be kept of the sums of money received and expended by the School, and of the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the School; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the School for the time being, such accounts shall be open to the inspection of the members of the School.

**20.2** Once at least in every year the accounts of the School shall be examined and audited by one or more properly qualified auditor or auditors.

## **21 NOTICES**

**21.1** All notices to be given in pursuance of these Articles shall be in writing and may be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article and in Articles 22.2 and 22.3 "address" in relation to electronic communications includes any number or address used for the purpose of such communications.

**21.2** The School may give any notice under these Articles to a member or Governor of the School either personally or by sending it by post in a pre-paid envelope addressed to the member or Governor (as the case may be) at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the School by the member or Governor.

**21.3** A member or Governor of the School may give any notice under these Articles to the School by sending it by post in a pre-paid envelope addressed to the School at the address of its registered office or by leaving it at that address.

**21.4** Any notice, if sent by post, shall be deemed to have been given at the expiry of forty eight hours after posting or in the case of a notice contained in an electronic

communication, at the expiration of forty eight hours after the time it was sent; for the purposes of this Article, no account shall be taken of any part of a day that is not a business day; and for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted, or in the case of a notice contained in an electronic communication, that such electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.

- 21.5** A member or Governor present in person or by proxy at any meeting of the School shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **22 WINDING UP**

If upon the winding up or dissolution of the School there remains after satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the School but shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the School determined by the members of the School at or prior to such winding up or dissolution, and which shall be established for charitable purposes only 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 the School being dissolved.

## **23 INDEMNITY AND INSURANCE**

- 23.1** Subject to the provisions of the Acts but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or other officer or auditor of the School shall be indemnified out of the assets of the School against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office including, without prejudice to that generality, any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Board of Governors from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the School.

**23.2** Subject to compliance with the Charities Act, the Governors shall have the power to purchase and maintain insurance at the expense of the School for the benefit of any persons who are or were at any time directors and trustees, the auditor, the Secretary or any other officer of the School or who are or were at any time the trustees of any pension fund in which any employees of the School are interested, including (without prejudice to the generality of the foregoing) insurance against any loss or liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise relating to their duties, powers or offices in relation to the School or any such pension fund and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Companies Act 2006.

## **24 ARTICLES AND REGULATIONS**

**24.1** A copy of these Articles and all Regulations made pursuant hereto shall be given to every Governor and shall be made available for inspection upon request by every Member of Staff and every Student.

**24.2** Subject to Article 24.3, these Articles may be amended or replaced from time to time by a special resolution of the School.

**24.3** The provisions of the following Articles may be amended or replaced only with the prior approval of or as required by the Privy Council:

**24.3.1** Article 1.1 (Name);

**24.3.2** Article 3 (Objects);

**24.3.3** Article 12 (Role of the Board of Governors);

**24.3.4** Article 18 (Students' Association);

**24.3.5** Articles 19 (The Academic Council);

**24.3.6** Article 20.2 (Audit); and

**24.3.7** this Article 24.

**25 TRANSITIONAL PROVISIONS**

- 25.1** Notwithstanding anything to the contrary contained in these Articles, the following provisions shall apply to the appointment of certain members of the Board of Governors and the Academic Council and to the first meetings of those bodies following adoption of these Articles.
- 25.2** Subject to article 10 of the Order of Council, those Governors who hold office as Governors on adoption of these Articles shall remain in office for the unexpired term of their office.
- 25.3** The members of the Academic Council on the date of adoption of these Articles shall be those holding appointment to the Academic Council who remain eligible for such appointment following adoption of these Articles for the unexpired term of their office.