



# University of York Charter

# Charter of Incorporation

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

To all to whom these presents shall come, greeting!

Whereas an humble Petition has been presented unto us by the York University Promotion Committee praying us to constitute and found a University within our County of York for the advancement of learning and knowledge by teaching and research and to enable students to obtain the advantages of University education and to grant a **Charter** with such provisions in that behalf as shall seem to us right and suitable;

And whereas we have taken the said petition into **Our Royal** consideration and are minded to accede thereto;

Now therefore know ye that we by virtue of **Our Prerogative Royal** and of our especial grace, certain knowledge and mere motion have willed and ordained and by these presents for us, **Our Heirs and Successors** do will and ordain as follows:

1. There shall be and there is hereby constituted and founded in Our County of York a University with the name and style of 'The University of York'.
2. The Chancellor, the Chair of Council, the Pro-Chancellors, the Treasurer, the Vice-Chancellor and President, the Deputy Vice-Chancellor and Provost, the Pro-Vice-Chancellors, the members for the time being of the Court, the Council, the Senate, the graduates of the University, the undergraduate and graduate students of the University and all others who shall, pursuant to this Our Charter and the Statutes, be members of the University are hereby constituted and from henceforth for ever shall be one **Body Politic and Corporate**, with perpetual succession and a **Common Seal**, by the name and style of 'The University of York' (hereinafter called 'the University') with power, subject to the Customs and Laws of Arms, to acquire armorial bearings (which shall be duly recorded in Our College of Arms) and in that name to sue and be sued.
3. The objects of the University shall be to advance learning and knowledge by teaching and research, and to enable students to obtain the advantages of University education.

## ***Powers of the University***

4. The University shall be both a teaching and research body and, subject to the provisions of this Our Charter and the Statutes, shall have all of the powers of a natural person including but not limited to the following powers:
  - 4a. To award degrees and other academic awards, and honorary degrees and other distinctions, and to withdraw any such awards for good reason;
  - 4b. To acquire, own, maintain, manage and dispose of land and other property;
  - 4c. To solicit, receive and administer fees, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property;
  - 4d. To act as trustee for an in relation to endowments, legacies and gifts;
  - 4e. To invest any monies in the hands of the University and available for investment;
  - 4f. In furtherance of the objects, and so far as permitted by charity law, to give guarantees;
  - 4g. In furtherance of the objects, and so far as permitted by charity law, to borrow and raise money and give security for loans; and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers;
  - 4h. To take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the University and to raise money in such other manner as the University may determine;
  - 4i. To co-operate and collaborate with other institutions and individuals, award joint degrees or other awards, and affiliate or incorporate into the University any other institution and take over its property, rights, liabilities and staff;
  - 4j. To enter into engagements and to accept obligations and liabilities in all respects without any restrictions whatsoever and in the same manner as an individual may manage his or her own affairs; and
  - 4k. To do anything else necessary or convenient, whether incidental to these powers or not, in order to further the objects of the University as a place of teaching and research.

5. The University may, and may only, confer benefits on members of the Council for acting as a member of the Council if the benefit has been authorised by the Council in accordance with the Statutes. In this article "benefit" includes: (a) Buying any goods or services from the University; (b) Selling goods, services or any interest in land to the University; (c) Being employed by, or receiving any remuneration from the University; (d) Receiving any other financial benefit from the University.

### ***Principles of the University***

6. The University shall treat students, staff and other people solely on the basis of their merits, abilities and potential, regardless of gender, race, colour, nationality, ethnic or national origin, age, disability, religious or political beliefs or sexual orientation.
7. The University shall take such steps as are reasonably practicable to secure freedom of speech within the law for members of the University, students, staff and visiting lecturers.
8. The University shall uphold and promote academic freedom, and staff engaged in teaching or research or directly supporting it shall have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges.

### ***Officers of the University***

9. There shall be the following officers of the University:
  - 9a. A Chancellor, who shall be the head of the University and shall preside over meetings of its Court.
  - 9b. A Chair of the Council who shall preside over meetings of the Council.
  - 9c. Pro-Chancellors, the number to be determined from time to time by the Council, one of whom shall, in the absence of the Chancellor or during a vacancy in that office, exercise and perform all the functions of the Chancellor.
  - 9d. A Vice-Chancellor and President of the University, who shall be the chief academic and administrative officer of the University and shall preside over meetings of the University Executive Board and the Senate. The Vice-Chancellor and President shall, subject to such rules as may be made by the Council, exercise general supervision over the University and shall be generally responsible for maintaining and promoting the efficiency and good order of the University. The Vice-Chancellor and President may delegate any of their duties or functions to any person or body.
  - 9e. A Deputy Vice-Chancellor and Provost, who shall during the absence of the Vice-Chancellor and President exercise and perform such of the functions and duties of the Vice-Chancellor and President as may be delegated by the Vice-Chancellor and President or the Council.
  - 9f. Pro-Vice-Chancellors, the number to be determined by the Vice-Chancellor and President, who shall perform such duties and functions as the Vice-Chancellor and President may determine.
  - 9g. A Treasurer, and if Council considers it appropriate, a Deputy Treasurer.
  - 9h. A Secretary to Council, who shall (in relation to their role as Secretary) have such powers and duties as shall be prescribed by the Council. Any wider substantive management duties of the role shall be as determined by the Vice-Chancellor and President. The Secretary to Council shall also be *ex officio* the Secretary of the Court and the Senate.
  - 9i. Such other appropriate officers of the University as the Council may from time to time determine.
10. Officers shall be appointed in accordance with procedures set out in the Ordinances, which shall include the following provisions:
  - 10a. The Chancellor shall be appointed by the Court on the nomination of the Council.
  - 10b. The Chair of Council shall be a Pro-Chancellor, *ex officio*. Any additional Pro-Chancellors shall be appointed by the Council from amongst the independent members of the Council. An independent member may hold the office of Pro-Chancellor and Treasurer or Deputy Treasurer at the same time.
  - 10c. The Vice-Chancellor and President shall be appointed by the Council after consideration of a report from a joint committee of the Council and the Senate.
  - 10d. The Deputy Vice-Chancellor and Provost and the Pro-Vice-Chancellor(s) shall be appointed by the Vice-Chancellor and President.
  - 10e. The Treasurer and any Deputy Treasurer shall be appointed by the Council from amongst its independent members.

10f. The Secretary to Council shall be appointed by the Council.

11. The term of office, duties and functions of officers (other than the Vice-Chancellor and President, the Deputy Vice-Chancellor and Provost and the Pro-Vice-Chancellor(s)) shall be as set out in the Ordinances.
12. An officer (other than the Vice-Chancellor and President and the Deputy Vice-Chancellor and Provost) may be removed from office by the Council for good cause, including Council being satisfied that such individual is not a fit and proper person to perform the function of an officer of the University. No person will be removed from office unless they have been given a reasonable opportunity of being heard by the Council.
13. The Vice-Chancellor and President and the Deputy Vice-Chancellor and Provost may be removed from office in accordance with procedures approved by the Council.

### ***Formal bodies of the University***

14. There shall be a Court of the University which shall have the right to receive reports on the working of the University and to offer its advice on any matters which it considers appropriate for the well-being of the University and shall have such other powers as shall be prescribed in the Statutes.
15. There shall be a Council of the University which, subject to the provisions of this **Our Charter and the Statutes**, shall be the governing body and board of trustees of the University, and shall be responsible for the management and administration of the revenue and property of the University and, except as may otherwise be provided in this, **Our Charter**, shall exercise all of the powers of the University.
16. There shall be a Senate of the University which, subject to the provisions of this Our Charter and the Statutes and to the control and approval of the Council, shall be responsible for the academic work of the University.

### ***Other Matters***

17. Subject to the provisions of this Our Charter, the Statutes and the Ordinances may prescribe or regulate the constitution, powers and duties of the Court, the Council and the Senate, and all other matters as the Council may determine for the governance of the University or otherwise for the promotion of the objects of this Our Charter.
18. The Council may by Special Resolution make Statutes adding to, amending or repealing the Statutes; provided that no such Statutes shall be either repugnant to the provisions of **this Our Charter or shall have effect until approved by the Lords of Our Most Honourable Privy Council of which latter approval a Certificate under the hand of the Clerk of Our Most Honourable Privy Council shall be conclusive evidence.**
19. For the purposes of this, **Our Charter, a Special Resolution** means a resolution passed at a meeting of the Council by a majority of not less than three-quarters of the members of the Council present and voting.
20. Ordinances shall be made, amended or repealed by resolution of the Council, provided that ordinances relating to the academic work of the University shall not be made, amended or repealed except on the recommendation of the Senate.
21. Subject to the provisions of this Our Charter, the Statutes and the Ordinances the Council and the Senate respectively may make **Regulations** and may add to, amend or repeal any Regulations previously made.
- 22a. The Council may by resolution at any time amend or add to this Our Charter, provided that such resolution shall be passed by a majority of not less than three-fourths of the members of the Council present and voting and so that such amendment or addition when approved by us, Our Heirs or Successors in Council shall have effect so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made as so added to or amended.
- 22b. This Article of these presents shall apply to this Our Charter as amended or added to in manner aforesaid.
23. We reserve unto ourself, Our Heirs and Successors, the right, on representation from the Council made in pursuance of a resolution passed by a simple majority of the members of the Council present and voting, to appoint by Order in Council a Visitor of the University for such period and with such duties as We, Our Heirs and Successors shall see fit. The Visitor's decision on matters within their jurisdiction shall be final.
24. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the University and the promotion of the objects of this Our Charter.

In witness whereof we have caused these our Letters to be made patent.

Witness ourself at Westminster the first day of October in the twelfth year of **Our Reign**.



# University of York Statutes

# The Statutes of the University

## 1. Definitions

Words used in these Statutes have the same meaning as in the Charter of the University ('Charter'). Words used in the Charter or these Statutes have the same meaning in the Ordinances and the Regulations unless the context clearly indicates otherwise.

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.

## 2. Members of the University

2.1 The members of the University shall be as set out in the Ordinances.

2.2 The Council, on the recommendation of the Senate, shall have power to declare such other persons members of the University as it shall deem fit.

## 3. The Court

The membership, procedures for the appointment of members, powers and duties of the Court shall be as set out in the Ordinances.

## 4. The Council

4.1 The Council shall consist of the following persons, the majority of whom will be independent members:

4.1.a. The Vice-Chancellor and President and the Deputy Vice-Chancellor and Provost.

4.1.b. Not more than four members of the Senate nominated by the Senate, including one Pro-Vice-Chancellor.

4.1.c. Not more than two members of the professional support staff of the University, elected by the professional support staff.

4.1.d. Two of the Students' Union(s) elected sabbatical student officers, normally the President(s) of the Students' Union(s).

4.1.e. Not more than twelve persons, who are not members of staff or students of the University, appointed by the Council ('independent members').

4.1.f. Not more than one person appointed by the Council as an additional member in no more than one of the categories referred to in 4.1.b – 4.1.e.

4.2 The appointment of the members of the Council referred to in 4.1.b, 4.1.c, 4.1.d and 4.1.e shall be subject to the approval of the Council, as set out in the Ordinances.

4.3.a. The members of the Council referred to in 4.1.a above shall hold office so long as they continue to occupy the positions named respectively.

4.3.b. The term of office and eligibility for re-election or re-appointment for each of the other categories of members of the Council shall be as set out in the Ordinances. The maximum period of continuous service shall be nine years.

4.4 Subject to the provisions of the Charter and these Statutes the Council shall exercise all of the powers of the University including, but not limited to, those powers set out in the Ordinances.

4.5.a. The procedures for meetings of the Council will be set out in the Ordinances. The procedures will include provisions dealing with conflicts of interest and reserved business.

4.5.b. There shall be a quorum when at least half (or such other number as Council may from time to time determine) of the members of the Council are present at a meeting, of whom a majority are independent members.

4.6.a. The Council shall appoint an independent member as Chair of Council, who will preside over meetings of the Council.

4.6.b. The Council may appoint an independent member as Vice-Chair of Council, who will deputise for the Chair of Council as necessary.

- 4.6.c. The procedures for appointment and term of office of the Chair and Vice-Chair of Council shall be as determined by the Council.
- 4.7. The Council may remove any member of the Council (other than the Vice-Chancellor and President and the Deputy Vice-Chancellor and Provost) for good cause, including Council being satisfied that such individual is not a fit and proper person to perform the function of a Council member. No member will be removed by the Council unless that person has been given a reasonable opportunity of being heard by the Council.
- 4.8.a. The Council may establish committees of its members, and may appoint as additional members of such committees persons who are not members of the Council.
- 4.8.b. The Council may appoint representatives to Joint Committees comprising persons appointed by the Council, the Senate or any other body deemed appropriate by the Council. The number of members to be appointed by each body to a Joint Committee shall be determined by the Council.
- 4.8.c. The Council may delegate to any committee of the Council, Joint Committee or other body deemed appropriate by the Council, or to any member of the Council, or to the Vice-Chancellor and President (or any senior officer or manager deemed appropriate by this role-holder in consultation with the Council) any powers or functions which it is itself competent to perform, but may at any time revoke or amend any such delegation. Council shall not delegate responsibility for:
- (i) appointing the Chair of Council, the Pro-Chancellors, the Treasurer and the Deputy Treasurer;
  - (ii) appointing the Vice-Chancellor and President;
  - (iii) appointing the Secretary to Council;
  - (iv) the variation, amendment or revocation of the Charter or Statutes;
  - (v) the approval of the University strategy, business plan or budget;
  - (vi) the approval of the University's annual audited accounts;
  - (vii) appointing the Auditors of the University.
- 4.8.d. The membership, powers and duties of committees and Joint Committees shall be as determined by the Council and set out in the Ordinances.

## 5. The Senate

- 5.1 Subject to the provisions of these Statutes the membership, procedures for the appointment of members, powers and duties of the Senate shall be as set out in the Ordinances.
- 5.2 The Senate may by Regulation constitute or dissolve Boards of Studies to provide governance and oversight in relation to the teaching, the curricula and the examination of subjects or groups of subjects.
- 5.3 The Senate may establish committees of its members, and may appoint as additional members of such committees persons who are not members of the Senate, and may delegate any of its powers and functions to any such committee.

## 6. The University Executive Board

The University Executive Board is chaired by the Vice-Chancellor and President and is the executive senior leadership team of the University, collectively responsible for the leadership and management of the University.

The membership and role of the University Executive Board shall be as set out in the Ordinances.

## 7. The Auditors

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

The terms of appointment and duties of the Auditors shall be as determined by the Council.

## 8. Congregations

For the purpose of conferring degrees of the University there shall be held a meeting of the University, which shall be called a Congregation, and which shall be held at least once every year and presided over by the Chancellor, or in the absence of the Chancellor by a Pro-Chancellor, the Vice-Chancellor and President or such other senior member of staff as shall be nominated by the Vice-Chancellor and President. The arrangements for Congregation shall be as set out in the Ordinances.

## 9. Students' Union(s)

There shall be one or more Students' Union(s) of the University of which students may be members, as set out in the Ordinances.

The Students' Union(s) will act in accordance with their constitution(s) as approved by the Council.

## 10. Conduct, Discipline, Dismissal, Suspension and Grievances of Employees

### 10.1. *Application and Scope*

This Statute relates to the conduct and discipline, dismissal, suspension and grievances of employees and shall apply to all employees of the University (except the Vice-Chancellor and President).

### 10.2. *General Principles of Construction and Application*

10.2.1. This Statute shall be construed in every case to give effect to the following guiding principles:-

- 10.2.1.1. To ensure that staff who are engaged in teaching and/or research at the University of York 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;
  - 10.2.1.2. To enable the University to provide education, promote learning and engage in research efficiently and economically; and
  - 10.2.1.3. To apply the principles of justice and fairness.
- 10.2.2. In the case of conflict, the provisions of this Statute shall prevail over those of any other Statute or of any procedures made under this Statute.
- 10.2.3. Nothing in any appointment made or contract entered into shall override or exclude the provisions of this Statute.

### 10.3. *Procedures*

10.3.1. In relation to the staff referred to in paragraph 10.1 above, Council shall ensure that there are in place procedures for:-

- The handling of disciplinary cases.
- The dismissal of employees.
- The handling of grievances raised by employees.

10.3.2. Such procedures shall be set out and shall provide for: –

- 10.3.2.1. The resolution of complaints at as early a stage as possible and within a reasonable timescale;
- 10.3.2.2. The right of employees to be accompanied at any formal meetings held under the procedures by a work colleague or trade union representative;
- 10.3.2.3. The University to have the power to suspend any employee from duty for alleged misconduct or for other good or urgent reason.

10.4. Where the procedures adopted by Council under this Statute have been agreed between the University and the recognised trade unions, they shall have the status of collective agreements and may be amended by agreement with the recognised trade unions.

10.5. The University will through its approach to the matters defined in the Statute seek to advance the principles of equality and diversity.

10.6. Council shall be the body responsible for overseeing the operation of the above procedures.

## 11. Benefits to Council members

11.1. For the purposes of article 5 of the Charter, the following are permitted:

- the benefit described by sub-clause (2) of this clause;
- the benefit described by sub-clause (3) of this clause provided that the Council members as charity trustees follow the procedure and observe the conditions set out in sub-clause (4) of this clause; and/or
- any benefit authorised in writing by the Council.

And in this clause, benefit has the same meaning as in article 5 of the Charter.

11.2. A Council member may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act



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- 11.3.a. A Council member may receive a benefit from the University in the capacity of a beneficiary of the University.
- 11.3.b. A Council member may be employed or engaged by the University other than for acting as a Council member.
- 11.3.c. A Council member may receive benefits for acting as a Council member provided the Council members have in addition to meeting the requirements of sub-clause 11.4:
- (i) read, considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
  - (ii) resolved that it is clearly in the interests of the University that the Council member in question be awarded the remuneration in question; and
  - (iii) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Council member, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
- 11.3.d. A company of which a Council member is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Council member holds no more than 1% of the issued capital of that company.
- 11.4.a. The University and its Council members may only rely upon the authority provided by sub-clause 11.3 if each of the following conditions is satisfied:
- (i) the remuneration or other sums paid to the Council member do not exceed an amount that is reasonable in all the circumstances;
  - (ii) the conflicted Council member is absent from the part of any meeting at which there is discussion of:
    - his or her employment or remuneration, or any matter concerning the contract or arrangement;
    - his or her performance in the employment or office, or his or her performance of the contract;
    - any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her that would be permitted under sub-clause 11.3; or
    - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 11.3.
  - (iii) the conflicted Council member does not vote on any such matter and is not to be counted when calculating whether a quorum or Council members is present at the meeting.
  - (iv) the non-conflicted Council members are satisfied that it is in the interests of the University to employ or contract with that Council member rather than with someone who is not a Council member. In reaching that decision the non-conflicted Council members must balance the advantage of employing a Council member against the disadvantages of doing so (especially the loss of the Council member's services as a result of dealing with the Council member's conflict of interest).
  - (v) the reason for their decision is recorded by the non-conflicted Council members.
  - (vi) a majority of the Council members then in office are non-conflicted.
  - (vii) if a Council member receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.
- 11.5. In sub-clauses (1) – (4) of this clause:
- (a) and more particularly for the purposes of sub-clause 11.3.b, the employment or remuneration of a Council member includes the engagement or remuneration of any firm or company in which the Council member is:
    - (i) a partner or in the case of a limited liability partnership, a member;
    - (ii) an employee;
    - (iii) a consultant;
    - (iv) a director; or
    - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Council member holds less than 1% of the issued capital.
  - (b) "University" shall include any company in which the University:
    - holds more than 50% of the shares;
    - controls more than 50% of the voting rights attached to the shares; or

- has the right to appoint one or more directors to the board of the company.
  - (c) “Council member” shall include any child, partner, grandchild, grandparent, brother, sister or spouse of the Council member or any person living with the Council member as his or her partner.
  - (d) a “conflicted Council member” is a Council member who has received, is entitled to receive, or is currently receiving remuneration under this clause. A conflicted Council member also includes a Council member who has received financial benefits described in sub-clause 11.1 but before this clause came into force.
  - (e) a “non-conflicted Council member” is a Council member who is not a conflicted Council member.
- 11.6 This clause may not be amended without the express prior consent of the Privy Council.

## **12. Acts during Vacancies**

The proceedings of the Court, Council, Senate, or any of the Boards of Studies, or committees or other bodies constituted in accordance with the Statutes shall not be invalidated by any vacancy in their membership, or by any defect in the appointment or qualification of their members.

## **13. Interpretation of Statutes**

These Statutes shall be interpreted so as not to conflict with the Charter.