



At the Court at Buckingham Palace

THE 15th DAY OF JULY 2015

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

Her Majesty has allowed amendments to the Charter of Heriot-Watt University as set out in the Schedule to this Order with effect from 1st September 2015.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE CHARTER OF HERIOT-WATT UNIVERSITY

Delete Articles 1 to 28 and *substitute*:

“1. Definition of the University

- 1.1. There shall continue to be a body politic and corporate by the name of “Heriot-Watt University” (hereafter called “the University”) which was constituted in 1966 with perpetual succession and a Common Seal.
- 1.2. The Chancellor, Pro-Chancellor(s), the Principal, the Vice-Principal, and such other vice- and deputy principal or similarly titled officers as may be instituted, the Secretary, the Deans and such other persons and bodies corporate that are specified and defined by Ordinance from time to time shall, wherever in the world located, be Members of the University pursuant to the Charter and the Statutes.

2. Further Definitions and Interpretation

- 2.1. In the Charter and the Statutes:

“Academic Staff” means those Staff listed as academic staff in the Ordinances as amended from time to time;

“Chancellor” means the Chancellor of the University;

“Charity Trustees” means charity trustees as defined in the Charities and Trustee Investment (Scotland) Act 2005;

“Charter” means the Charter of the University;

“Chief Accounting Officer and Chief Executive Officer” means the person with overall responsibility for the executive management of the institution who is accountable to the Court for the exercise of these responsibilities and to the Scottish Further and Higher Education Funding Council or its successor body for the use of public funds;

“Common Seal” means the common seal of the University;

“Court” means the Court of the University;

“Dean” means a member of the Academic Staff who represents the academic community and whose constituency, responsibilities and process of appointment as a Dean are defined in the Ordinances;

“External Auditor” has the meaning given to it in the Statutes;

“Heriot-Watt Group” means those entities associated with the University whether by ownership of shares or otherwise and which the Court determines should form part of the Heriot-Watt Group for the purposes of the Charter and Statutes, and who are listed in the Ordinances as amended from time to time;

“Objects” means the objects of the University set out in Article 3 of this Charter;

“Officer of the University” means each of the Principal/Vice-Chancellor, the Vice-Principal and the Secretary;

“Ordinances” means Ordinances made under the Charter and Statutes and “Ordinance” shall be construed accordingly;

“Ordinary Resolution” means a resolution passed by a simple majority present at a meeting of the Court;

“Principal” means the Principal and Vice-Chancellor and Chief Accounting Officer and Chief Executive Officer of the University;

“Pro-Chancellor” means any Pro-Chancellor of the University;

“Professional Services Staff” means those Staff listed as professional services staff in the Ordinances as amended from time to time;

“Regulations” means Regulations made under the Charter and the Statutes or the Ordinances;

“Research Staff” means those Staff listed as research staff in the Ordinances as amended from time to time;

“School” means any primary academic unit of the University devoted to one or more academic disciplines;

“Secretary” means the Secretary of the University;

“Senate” means the Senate of the University;

“Special Resolution” means a resolution passed at a meeting of the Court, provided that notice of the meeting setting out the proposed resolution in full, is given to each member of the Court not less than fourteen clear days before the meeting and that the resolution is passed by a majority of not less than three fourths of the members of the Court present;

“Staff” means all persons employed by the University or by any member of the Heriot-Watt Group;

“Statement of Primary Responsibilities” means the statement of primary responsibilities adopted by the Court pursuant to Article 5.2 from time to time;

“Statutes” means the Statutes of the University and “Statute” shall be construed accordingly;

“Students” means persons pursuing a programme of study of the University as further prescribed in the Ordinances;

“Student Union” means an association of Students devoted to the educational interest and welfare of its members as further prescribed in the Ordinances; and

“Vice-Principal” means the Vice-Principal and Deputy Vice-Chancellor of the University.

- 2.2. Words defined in the Charter shall have the same meaning in the Statutes, the Ordinances and the Regulations unless the context requires otherwise.
- 2.3. The headings used in the Charter and in the Statutes, the Ordinances and the Regulations, are provided for reference only and are not intended to have legal effect.
- 2.4. Unless the context requires otherwise, words in the singular shall include the plural and words in the plural shall include the singular and words importing the masculine shall be construed as including the feminine or the neuter or vice versa.
- 2.5. In construing the Charter, the rule known as the ejusdem generis rule shall not apply nor shall any similar rule or approach to the construction of the Charter and accordingly general words introduced or followed by the word “other” or “including” or “in particular” shall not be given a restrictive meaning because they are followed or preceded (as the case may be) by particular examples intended to fall within the meaning of the general words.

3. **Objects of the University**

- 3.1. The University shall engage in, and promote, original research and shall be a teaching, examining and awarding body. Its objects shall be to advance education, knowledge and wisdom by research, knowledge exchange, scholarship, learning and teaching, for the benefit of individuals and society at large.

4. **Powers of the University**

- 4.1. Subject to the Charter and the Statutes, the University shall have all the powers of a natural person to do all lawful acts and things that are conducive to or incidental to the furtherance of any one or more of the Objects of the University, including the powers set out in Articles 4.2 to 4.10 as follows.

4.2. In relation to teaching and research:

- 4.2.1. to provide programmes of study and instruction;
- 4.2.2. to prescribe in the Regulations the conditions under which people may be admitted to programmes of study on the basis of their qualifications and experience;
- 4.2.3. to set the level of fees in respect of programmes and to require payment of such fees;
- 4.2.4. to prescribe and administer examinations and other forms of assessment;
- 4.2.5. to prescribe in the Regulations the conditions under which degrees and other education awards (including honorary awards) shall be conferred by the University in its own name or jointly with other institutions;
- 4.2.6. to institute and award Fellowships, Scholarships, Studentships, Exhibitions, Bursaries and Prizes, and other grants for the encouragement of research, knowledge exchange, scholarship, learning and teaching;
- 4.2.7. to carry out research; and
- 4.2.8. to withdraw awards conferred by the University.

4.3. In relation to Students:

- 4.3.1. to provide rules and procedures for the discipline of Students in the Regulations;
- 4.3.2. to provide procedures for the hearing of complaints; and
- 4.3.3. to provide procedures for the consideration of academic appeals.

- 4.4. In relation to Staff:
 - 4.4.1. to employ or engage Staff in such positions as may be required, and to prescribe their terms and conditions of service (unless otherwise set out in the Ordinances);
 - 4.4.2. to institute such offices as the purposes of the University may require, to appoint persons to and remove persons from such offices, and to prescribe their terms and conditions of service (unless otherwise set out in the Ordinances); and
 - 4.4.3. to provide procedures for the hearing of complaints.
- 4.5. In relation to other institutions:
 - 4.5.1. to affiliate with other institutions, or branches or departments of other institutions;
 - 4.5.2. to co-operate and collaborate with other institutions;
 - 4.5.3. to confer degrees and other education awards with other institutions; and
 - 4.5.4. to incorporate into the University and/or any member of the Heriot-Watt Group any other institution and take over its rights, property, liabilities and obligations, for any purpose not inconsistent with the Charter.
- 4.6. In relation to the provision of services and goods, within applicable limits:
 - 4.6.1. to exploit for the University's benefit a facility or resource of the University and/or any member of the Heriot-Watt Group, including study, research, or knowledge, or the practical application of study, research or knowledge, belonging to the University and/or any member of the Heriot-Watt Group, whether alone or with someone else;
 - 4.6.2. to sell books, and other learning resources, intellectual property and other goods and services consistent with the Charter;
 - 4.6.3. to print, reproduce and publish research and other works initiated by the University and/or any member of the Heriot-Watt Group, or to provide for their printing, reproduction and publication in whatever format; and
 - 4.6.4. to establish, maintain, administer, govern, license and supervise places of residence and other facilities for the wellbeing of Students and Staff.
- 4.7. In relation to the transaction of University business:
 - 4.7.1. to enter into contracts;

- 4.7.2. to acquire, hold, dispose of and deal with property or any interest in property;
 - 4.7.3. to charge and receive fees;
 - 4.7.4. to raise funds;
 - 4.7.5. to act as trustee or manager of any property or funds given or bequeathed to the University for purposes of education or research or the welfare or other Objects of the University, and to invest any such funds or otherwise reduce the risk of loss to such funds;
 - 4.7.6. to borrow money and for that purpose to grant securities over, to mortgage or charge all or any part of the property of the University, whether heritable or moveable, real or personal, and to give such other security as the University may deem fit;
 - 4.7.7. to give guarantees for the payment of any sum or sums of money or performance of any contract or obligation by any company, body, society or person in the interests of the University to do so;
 - 4.7.8. to apply for or otherwise acquire either alone or in conjunction with any institutions or institution or with any public or other bodies or body or with any other persons or person, Letters Patent or patent rights; and
 - 4.7.9. to acquire armorial bearings, which shall be duly matriculated in our Public Register of Arms and Bearings in Scotland.
- 4.8. In relation to the Court, having due regard to the Statement of Primary Responsibilities and subject to the Charity and Trustee Investment (Scotland) Act 2005 and any successor and subordinate legislation, to pay remuneration to a member or members of the Court in respect of his, her or their services as a member of the Court as may be prescribed in the Ordinances.
- 4.9. To do anything else necessary or convenient, whether incidental to these powers or not, in order to further the Objects of the University and/or any member of the Heriot-Watt Group as places of education, learning and teaching, research, knowledge exchange and scholarship.
- 4.10. The University may exercise its powers both within and outwith the United Kingdom and by whatever means the University may deem fit including the establishment of bodies corporate who may be members of the Heriot-Watt Group.

5. **The Court**

- 5.1. There shall be a Court of the University. The Court shall be the governing body of the University with general control of the management and administration of the University and shall act in a way that promotes the University's interests.

- 5.2. The Court shall adopt and at all times act in accordance with a Statement of Primary Responsibilities which shall include provisions relating to the performance of the Court's primary responsibilities in accordance with accepted principles of good governance for a university. The Statement of Primary Responsibilities shall be published widely.
- 5.3. Except to the extent set out herein, the constitution of the Court, the manner of election and period of office of its members and the manner of filling vacancies in its membership shall be prescribed in the Statutes.
- 5.4. The Court shall direct the form, custody and use of the Common Seal.

6. **The Functions of the Court**

- 6.1. In addition to the functions of the Court set out in the Statutes, the Court's functions shall be to:
 - 6.1.1. be ultimately responsible for oversight of the affairs of the University;
 - 6.1.2. set and approve the University's strategic direction, vision and mission;
 - 6.1.3. ensure the effective management and control of the University's affairs, property and finances through the establishment of systems of internal control;
 - 6.1.4. ensure the effective management and administration of the University's Staff and the Students;
 - 6.1.5. determine the structure, staffing and overall composition of the University; and
 - 6.1.6. appoint the Chancellor, Pro-Chancellor(s), Principal, Vice-Principal and Secretary.

7. **The Powers of the Court**

- 7.1. Subject to the Charter, and in furtherance of its role as the University's governing body, the Court shall exercise all the powers of the University, and without limiting the foregoing, the Court has the specific powers set out in the Charter, the Statutes and the Ordinances. In exercise of such powers the Court comprises the Charity Trustees of the University.

8. **Delegation by the Court**

- 8.1. Subject to Article 8.3 below, the Court may delegate its powers under the Charter, the Statutes and the Ordinances to:
 - 8.1.1. a member of the Court;
 - 8.1.2. a committee of the Court or an oversight board;

8.1.3. a joint committee of the Court and the Senate;

8.1.4. an Officer of the University;

8.1.5. the Senate; or

8.1.6. a member of the Heriot-Watt Group,

or such other persons or bodies as may from time to time be prescribed in the Ordinances.

8.2. Where the Court has delegated any powers to a member of the Heriot-Watt Group such powers shall be set out in the constitutional documents of the relevant member of the Heriot-Watt Group and shall be read and interpreted in conjunction with the Charter and Statutes.

8.3. Notwithstanding delegation by the Court of its power under Article 8.1 above, the Court will remain ultimately accountable for the exercise of such powers. Except to the extent set out herein, provisions governing delegation of the Court's powers are set out in the Ordinances.

8.4. The Court may not delegate its powers:

8.4.1. to determine the Objects of the University;

8.4.2. to make final decisions on issues of corporate strategy;

8.4.3. to appoint and dismiss the Chancellor, the Pro-Chancellor(s), the Principal, the Vice-Principal and/or the Secretary and to approve their terms and conditions of appointment;

8.4.4. to approve the annual business plan of the University recommended by the Principal;

8.4.5. to review and approve the annual budget of the University and annual report of the University;

8.4.6. to amend the Charter under the provisions of Article 18 below;

8.4.7. to make or amend University Statutes or Ordinances;

8.4.8. to adopt the University's annual accounts;

8.4.9. to appoint the University's External Auditors; or

8.4.10. to decide the remuneration of members of the Court.

9. **The Senate**

9.1. There shall be a Senate. Subject to the terms of the Charter and the Statutes, and to the powers reserved to the Court, the Court shall delegate to the Senate all of its powers in relation to academic work and standards so that subject to the terms of the Charter and the Statutes, the Senate shall be the executive body

responsible for the academic work and standards of the University and in relation to programmes of study of the University, in relation to teaching and research, and for the regulation and superintendence of the education and discipline of the Students and shall take such measures and act in such manner as shall appear to it best calculated to promote the interests of the University and/or any member of the Heriot-Watt Group as places of education, learning and teaching, research, knowledge exchange and scholarship.

- 9.2. The constitution of the Senate, its powers and functions, the manner of election and period of office of its members, the manner of filling vacancies in its membership, and all other matters relative to the Senate and its affairs, which it may be thought proper so to regulate, shall be as prescribed in the Statutes.

10. **Stakeholders**

- 10.1. The University shall engage with its alumni members, Staff and Students, other stakeholders and the wider public. The means of engagement shall be prescribed in the Ordinances.

11. **Student Union**

- 11.1. There shall be a Student Union of the University.
- 11.2. The constitution and the bye-laws of the Student Union, its powers and functions and all other matters which it may be thought proper so to regulate shall be prescribed in the Ordinances.
- 11.3. The University shall in no way be liable for the debts, liabilities and other obligations incurred for any act done or omitted to be done by the Student Union.

12. **The Chancellor**

- 12.1. There shall be a Chancellor who shall be the titular head of the University and who shall normally be entitled to preside over the conferment of degrees and other education awards (including honorary awards) which have been granted by the University.
- 12.2. The manner of appointment and the period of office of the Chancellor shall be as prescribed in the Statutes.
- 12.3. The duties of the Chancellor shall be as prescribed in the Ordinances.

13. **The Pro-Chancellor(s)**

- 13.1. There shall be one or more Pro-Chancellor(s) of the University who in the absence of the Chancellor, or during a vacancy in that office, shall exercise and perform such duties of the Chancellor as shall be agreed by the Court and further prescribed in the Ordinances.
- 13.2. The manner of appointment of the Pro-Chancellor(s) and the period of office of the Pro-Chancellor(s) shall be as prescribed in the Statutes.

14. The Principal

- 14.1. There shall be a Principal who shall also be the Vice-Chancellor.
- 14.2. The Principal shall assume the role of Chief Accounting Officer and Chief Executive Officer of the University.
- 14.3. The powers, functions and duties of the Principal and the manner of appointment shall be as prescribed in the Statutes.
- 14.4. The Principal shall be an ex officio member of the Senate and shall preside over meetings of the Senate.
- 14.5. The Principal, in the absence of the Chancellor and the Pro-Chancellor(s), or during a vacancy in these offices, shall exercise and perform all the duties of the Chancellor and the Pro-Chancellor(s).
- 14.6. During a vacancy in the office of Principal, the Court shall appoint an Acting Principal who shall exercise and perform such of the functions of the Principal and shall have such powers, privileges and duties under the Charter or under the Statutes as the Court may specify.

15. The Vice-Principal

- 15.1. There shall be a Vice-Principal and Deputy Vice-Chancellor who shall, subject to the Statutes, during the absence of the Principal, be appointed as Acting Principal in order to exercise and perform such of the functions and duties of the Principal as the Principal, or if the Principal should be incapacitated or absent, the Court, may decide.
- 15.2. The manner of appointment of the Vice-Principal shall be as prescribed in the Ordinances.

16. The Secretary of the University

- 16.1. There shall be a Secretary of the University.
- 16.2. The powers, functions and duties of the Secretary and the manner of appointment shall be prescribed in the Statutes.

17. The Deans

- 17.1. The Senate shall appoint Deans in accordance with the Statutes and the Ordinances which shall prescribe the manner of appointment and the responsibilities of the Deans.
- 17.2. At the discretion of the Senate, from time to time, any additional designation of the Deans may be agreed.

18. **The Charter**

18.1. The Court may, at any time and by Special Resolution, add to, amend, or revoke the Charter. Every Special Resolution to amend the Charter shall be communicated to the Senate and shall be displayed publicly within the University for not less than twenty-eight days as soon as may be after the said resolution has been passed at a meeting of the Court. Such addition, amendment, or revocation shall only become effective when approved by the Privy Council. A certificate under the hand of the Clerk to the Privy Council shall be conclusive evidence of such approval.

19. **The Statutes**

19.1. Subject to the provisions of the Charter, the Statutes shall prescribe:

19.1.1. the constitution and business of the Court; and

19.1.2. such other provisions as the Court may see fit in connection with the governance of the University, or for the promotion of the objects of the Charter.

19.2. The Statutes may direct that any matters prescribed or regulated by Statute as authorised or directed by the Charter shall be further prescribed or regulated by Ordinance, by Regulation, by decision made by the Court or by decision made by the Senate provided that such prescription or regulation shall not be repugnant to the Ordinances, the Statutes or the Charter.

19.3. The Court may, at any time and by Special Resolution, make Statutes for the University which may add to, amend, or revoke the Statutes for the time being in force; provided that such Statutes shall not be inconsistent with the provisions of the Charter. Such addition, amendment or revocation shall be displayed publicly within the University for not less than twenty-eight days as soon as may be after the said resolution has been passed at a meeting of the Court and shall only become effective when approved by the Privy Council. A certificate under the hand of the Clerk to of the Privy Council shall be conclusive evidence of such approval.

19.4. Statutes dealing with the powers and functions of the Senate, as set out in the Charter, shall not be made, added to, amended, or revoked except on the recommendation, or with the concurrence, of the Senate.

20. **The Ordinances**

20.1. Subject to the provisions of the Charter and the Statutes the Court may, by Ordinary Resolution, make, add to, amend or revoke such Ordinances as it considers necessary or desirable for the purpose of carrying out the Objects of the University and otherwise managing its own or the University's affairs, and shall stipulate when such Ordinances come into effect; provided that no Ordinance shall be inconsistent with the provisions of the Charter and Statutes. Each such resolution shall be displayed publicly within the University for not

less than twenty-eight days as soon as may be after the said resolution has been passed at a meeting of the Court.

- 20.2. Ordinances dealing with the powers and functions of the Senate, as set out in the Statutes, shall not be made, amended, added to or repealed except on the recommendation, or with the concurrence, of the Senate.

21. The Regulations

- 21.1. Subject to the provisions of the Charter, the Statutes and Ordinances, and additionally within the responsibilities delegated to it by the Court, the Senate may, make, add to, amend or revoke Regulations relating to:

21.1.1. teaching, research, programmes of study, and knowledge exchange and the award of degrees and other education awards;

21.1.2. the conduct of examinations;

21.1.3. the University library services;

21.1.4. the requirements for admission to the University and to any particular programme of study;

21.1.5. the conditions under which Students shall be permitted to continue with their studies in the University;

21.1.6. Academic dress;

21.1.7. the discipline of the Students; and

21.1.8. such other matters within its delegated responsibilities as it or the Court considers necessary or desirable for the purpose of carrying out the Objects of the University.

22. Academic Freedom

- 22.1. Academic Staff, Staff engaged to teach, research or provide learning and any other persons defined in Section 26(3) of the Further and Higher Education (Scotland) Act 2005, and any subsequent statutory provision which replaces it, shall have freedom, subject to the applicable law, to hold and express opinion, to question and test established ideas and received wisdom and to present controversial or unpopular points of view without placing themselves in jeopardy of losing their jobs or any privileges which they may enjoy at the University, by virtue of such ideas or opinions.

- 22.2. Subject to Article 22.1, provisions relating to academic freedom shall be contained within the Ordinances.

23. **Equality**

23.1. In accordance with, and subject to the applicable law, the University shall be committed to the fair and equal treatment of every person and shall not discriminate on unjustified, irrelevant or unlawful grounds.

24. **Dividend, Gift, Division or Bonus in Money**

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

25. **Political Donations**

25.1. The University shall not make any political donations.

26. **Interpretation**

26.1. Our Royal Will and Pleasure is that the Charter shall ever be construed benevolently and in every case most favourably to the University and the promotion of the objects of the Charter.

26.2. The provisions of the Charter and Statutes shall not be construed to conflict with any applicable national law, current or future enacted.”.