



At the Court at Buckingham Palace

THE 12th DAY OF JUNE 2019

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.

Ceri King

SCHEDULE

AMENDMENTS TO THE CHARTER OF HERIOT-WATT UNIVERSITY

Delete Articles 1 to 26 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” (“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 Staff falling within those categories of Staff listed as academic staff in the Ordinances;

“Academic Unit” means any academic unit of the University devoted to one or more academic disciplines which is established in accordance with the Statutes at a level subordinate to a Primary Academic Unit and which may incorporate one or more Academic Units and/or other constituencies;

“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 University and 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 prescribed 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 which are listed in the Ordinances, and “member of the Heriot-Watt Group” shall be construed accordingly;

“Objects” means the objects of the University set out in Article 3.1;

“Officer of the University” means each of the Principal, 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 of those present and voting at a meeting of the Court;

“Primary Academic Unit” means any academic unit of the University devoted to one or more academic disciplines which is established in accordance with the Statutes as a primary academic unit and which may incorporate one or more Academic Units and/or other constituencies;

“Principal” means the Principal and Vice-Chancellor who shall also be the Chief Accounting Officer and Chief Executive Officer;

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

“Programme of Study” means a programme of study of the University as further prescribed in the Ordinances, and approved by the Senate in the manner prescribed in the Regulations;

“Professional Services Staff” means Staff falling within those categories of Staff listed as professional services staff in the Ordinances;

“Regulations” means regulations made under the Charter and the Statutes or the Ordinances and “Regulation” shall be construed accordingly;

“Research Staff” means Staff falling within those categories of Staff listed as research staff in the Ordinances;

“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 in writing 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 and voting;

“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 from time to time pursuant to paragraph 2 (b) of Statute 4;

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

“Students” means persons pursuing a Programme of Study;

“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.
- 2.6. In construing the Charter, any references to Statutes, Ordinances and Regulations are references to such Statutes, Ordinances and Regulations as amended or replaced from time to time.
- 2.7. In the Charter any references to any law, statute, act, rule or regulation are references to such law, statute, act, rule or regulation as amended or replaced from time to time.

3. Objects of the University

- 3.1. The University’s 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, to engage in and promote original research and to be a teaching, examining and awarding body.

4. Powers of the University

- 4.1. 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 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 persons 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 of Study 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;
 - 4.2.8. to withdraw awards conferred by the University; and
 - 4.2.9. to provide such facilities as may be reasonably required in furtherance of the Objects of the University and the objects of the members of the Heriot-Watt Group.
- 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 put into place arrangements for the employment or engagement of Staff in such positions as may be required, to prescribe their terms and conditions of service and to provide employment related policies and procedures which ensure compliance with legislation and enable the University to deliver its Objects and its strategy;
 - 4.4.2. to put into place arrangements 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;
 - 4.4.3. so far as may be practicable and possible, to make provision or to ensure that provision is made for schemes of superannuation, pensions or retirement benefits for all members of Staff, such schemes may also include benefits for the dependants of such persons; and
 - 4.4.4. 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 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:

- 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, or 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 by the University or by any member of the Heriot-Watt Group:

- 4.7.1. to govern, manage and regulate the finances, accounts, investments, property including patents and patent rights, business and all affairs whatsoever of the University;
- 4.7.2. to enter into contracts;
- 4.7.3. to acquire, hold, dispose of and deal with property or any interest in property, heritable or moveable, on behalf of the University;
- 4.7.4. to create and incorporate such bodies corporate, partnerships or other commercial entities as it shall from time to time think fit, whether within or outside the United Kingdom, and to wind up and dissolve such companies, partnerships or other commercial entities;
- 4.7.5. to charge and receive fees;
- 4.7.6. to raise funds;
- 4.7.7. to act as trustee or manager of any property or funds given or bequeathed to the University, and to invest any such funds or otherwise reduce the risk of loss to such funds;
- 4.7.8. to invest any moneys belonging to the University or any members of the Heriot-Watt Group, including any unapplied income, in such stocks, funds, shares or securities as it shall from time to time think fit, whether within or outside the United Kingdom, or in the purchase of heritable property in the United Kingdom, including rents, with the like power of

varying such investments from time to time or otherwise reduce the risk of loss to such moneys;

- 4.7.9. 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;
 - 4.7.10. 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;
 - 4.7.11. 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
 - 4.7.12. 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, or other relevant 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.
- 4.10. The University may exercise its powers both within and outwith the United Kingdom and by whatever means the University may deem fit.

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. 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 and further prescribed in the Ordinances.
- 5.3. The Court shall direct the form, custody and use of the Common Seal.

6. The Powers of the Court

- 6.1. Subject to the Charter, and in furtherance of its role as the University's governing body, the Court shall be entitled to exercise all the powers of the University. The manner of exercising such powers shall be set out in the Charter and Statutes and further prescribed in the Ordinances. In exercise of such powers the Court comprises the Charity Trustees of the University.

7. Delegation by the Court

7.1. Subject to Article 7.4, the Court may delegate any of its powers under the Charter, the Statutes and the Ordinances to:

- 7.1.1. a member of the Court;
- 7.1.2. a committee of the Court or an oversight board;
- 7.1.3. a joint committee of the Court and the Senate;
- 7.1.4. an Officer of the University;
- 7.1.5. the Senate;
- 7.1.6. a member of the Heriot-Watt Group; or
- 7.1.7. such other persons or bodies as may from time to time be prescribed in the Ordinances.

7.2. The process by and the extent to which powers may be delegated to any person or body set out in Article 7.1 shall be prescribed in the Ordinances.

7.3. Notwithstanding delegation by the Court of its power under Article 7.1, 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 shall be prescribed in the Ordinances.

7.4. The Court may not delegate its powers:

- 7.4.1. to determine the objects of the University;
- 7.4.2. to make final decisions on issues of corporate strategy;
- 7.4.3. to appoint and dismiss any one or more of the Chancellor, the Pro-Chancellor(s), the Principal, the Vice-Principal and/or the Secretary and to approve their terms and conditions of appointment;
- 7.4.4. to approve the annual business plan of the University and each member of the Heriot-Watt Group;
- 7.4.5. to review and approve the annual budget of the University and annual report of the University;
- 7.4.6. to amend the Charter under the provisions of Article 17;
- 7.4.7. to make, amend or revoke Statutes or Ordinances;
- 7.4.8. to adopt the University's annual accounts;
- 7.4.9. to appoint or remove the University's External Auditor;

7.4.10. to decide the remuneration of the Chair of the Court and any other external and independent members of the Court under the terms of Article 4.8; or

7.4.11. to decide whether there should be a reduction in the Academic Staff as a whole or of any constituent part of the University or any member of the Heriot-Watt Group by way of compulsory redundancy.

7.5. The Court may, at any time by Special Resolution and by Ordinance, make additions to the list of matters reserved to the Court.

8. The Senate

8.1. 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 (a) academic work and standards so that the Senate shall be the body responsible for the academic work and standards of the University, (b) Programmes of Study, (c) teaching and research, and (d) the regulation and superintendence of the education and discipline of the Students and the Senate 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.

8.2. 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.

9. Stakeholders

9.1. 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.

10. Student Union

10.1. There shall be a Student Union of the University.

10.2. 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.

10.3. 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.

11. The Chancellor

11.1. 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.

11.2. The manner of appointment and the period of office of the Chancellor shall be as prescribed in the Statutes.

11.3. The duties of the Chancellor shall be as prescribed in the Ordinances.

12. The Pro-Chancellor(s)

12.1. 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.

12.2. 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.

12.3. The duties of the Pro-Chancellor(s) shall be prescribed in the Ordinances.

13. The Principal

13.1. There shall be a Principal who shall also be the Vice-Chancellor.

13.2. The powers, functions and duties of the Principal and the manner of appointment shall be as prescribed in the Statutes.

13.3. The Principal shall be an ex officio member of the Senate and shall preside over meetings of the Senate.

13.4. The Principal, in the absence of the Chancellor and each of 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).

13.5. 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.

14. The Vice-Principal

14.1. There shall be a Vice-Principal and Deputy Vice-Chancellor who shall, subject to the Statutes, during a vacancy in the office of the Principal, be appointed as Acting Principal. During a period of absence of the Principal, the Vice-Principal and Deputy Vice-Chancellor shall exercise and perform such of the functions and duties of the Principal as the Principal or the Court may decide.

14.2. The manner of appointment of the Vice-Principal shall be as prescribed in the Ordinances.

15. The Secretary of the University

15.1. There shall be a Secretary of the University.

- 15.2. The powers, functions and duties of the Secretary and the manner of appointment shall be prescribed in the Statutes.

16. The Deans

- 16.1. 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.

- 16.2. At the discretion of the Senate, from time to time, any additional designation of the Deans may be agreed.

17. The Charter

- 17.1. 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 allowed by Us, Our Heirs or Successors in Council. A certificate under the hand of the Clerk to the Privy Council shall be conclusive evidence of such approval.

18. The Statutes

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

18.1.1. the constitution, functions and business of the Court; and

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

- 18.2. The Statutes may direct that any matters prescribed or regulated by Statute 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.

- 18.3. 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 the Privy Council shall be conclusive evidence of such approval.

- 18.4. Statutes dealing with the powers and functions of the Senate, 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.

19. The Ordinances

- 19.1. 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 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.
- 19.2. Ordinances dealing with the powers and functions of the Senate, as set out in the Statutes, shall not be made, amended, added to or revoked except on the recommendation, or with the concurrence, of the Senate.

20. The Regulations

- 20.1. 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:
- 20.1.1. teaching, research, programmes of study, and knowledge exchange and the award of degrees and other education awards;
 - 20.1.2. the conduct of examinations;
 - 20.1.3. the University library services;
 - 20.1.4. the requirements for admission to the University and to any particular programme of study;
 - 20.1.5. the conditions under which Students shall be permitted to pursue a Programme of Study;
 - 20.1.6. Academic dress;
 - 20.1.7. the discipline of the Students; and
 - 20.1.8. such other matters within its delegated responsibilities as it or the Court considers necessary or desirable for the purpose of carrying out the Objects.

21. Academic Freedom

- 21.1. 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 amends or replaces it, shall have freedom, subject to the applicable law, to hold and express opinions, to question and test established ideas or received wisdom, to develop and advance new ideas or innovative proposals, and to present controversial or

unpopular points of view, without being adversely affected by the exercise of such freedom, or placing themselves in jeopardy of losing their appointments or entitlements or any privileges which they may enjoy at the University or within the Heriot-Watt Group, by virtue of such ideas or opinions.

- 21.2. Subject to Article 21.1, provisions relating to academic freedom shall be contained within the Ordinances.

22. Equality

- 22.1. 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.

23. Dividend, Gift, Division or Bonus in Money

- 23.1. 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.

24. Political Donations

- 24.1. The University shall not make any political donations.

25. Interpretation

- 25.1. 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.

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