



At the Court at Windsor Castle

THE 10th DAY OF JULY 2012

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 3rd July 2012 was today considered:—

“YOUR MAJESTY was pleased, by Your Order of 11th April 2012, to refer to this Committee a Petition on behalf of University of Wales: Trinity Saint David, praying for the grant of a Supplemental Charter:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Supplemental Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Supplemental Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook

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 His Majesty King George the fourth did by Royal Charter (hereinafter referred to as "the Charter of 1828") dated the sixth day of February in the year of our Lord One thousand eight hundred and twenty-eight found and establish at Lampeter in Our County of Cardigan a Perpetual College for the reception and education of persons destined for Holy Orders and did provide that the College should be called by the name of "Saint David's College":

AND WHEREAS in the years One thousand eight hundred and fifty-two, One thousand eight hundred and sixty-five, One thousand eight hundred and ninety-six and One thousand nine hundred and sixty-three Supplemental Charters (hereinafter referred to as "the previous Supplemental Charters") were granted to Saint David's College whereby certain powers of conferring Degrees were granted to the said College and further provisions made for the government of the said College:

AND WHEREAS in the year One thousand nine hundred and seventy-one, a further Supplemental Charter (hereinafter referred to as "the Supplemental Charter of 1971") was granted to Saint David's College whereby the whole of the Charter of 1828 except that part thereof which constituted and founded Saint David's College as a Body Corporate with perpetual succession and a Common Seal was revoked, as were the previous Supplemental Charters:

AND WHEREAS on the Twenty-sixth day of June, One thousand nine hundred and ninety-six, the name and style of Saint David's College was changed to "University of Wales, Lampeter" or in Welsh "Prifysgol Cymru, Llanbedr Pont Steffan":

AND WHEREAS on the Twelfth day of June, One thousand nine hundred and ninety-seven the Charity Commissioners established a Scheme in respect of the institution known as Trinity College Carmarthen of which the company limited by guarantee then known as Trinity College Carmarthen Foundation, and now known as Trinity University College Carmarthen, (hereinafter called "Trinity University College") was appointed trustee:

AND WHEREAS the Council of Trinity University College resolved on the Twenty-fifth day of March Two thousand and ten to amend its Articles of Association so that, subject to Our approval, granted by Us by Supplemental Charter dated Twelfth day of July Two thousand and ten ("the Supplemental Charter of 2010"), its sole member became the corporation known as University of Wales: Trinity Saint David:

AND WHEREAS the University of Wales, Lampeter has resolved to change its name to University of Wales: Trinity Saint David which was confirmed in the Supplemental Charter of 2010:

AND WHEREAS the Supplemental Charter of 2010 also revoked and replaced the Supplemental Charter of 1971:

AND WHEREAS the higher education corporation now known as Swansea Metropolitan University but then known as Swansea Institute of Higher Education was established on the First day of October One thousand and ninety-one by the Education (Higher Education Corporations) (Wales) Order 1991 to conduct from the First day of October One thousand and ninety-one the institution known as West Glamorgan Institute of Higher Education (established on the First day of September One thousand nine hundred and seventy-six) from the amalgamation of Swansea College of Art (established on the Nineteenth day of April One thousand eight hundred and fifty-three), Swansea College of Education (established on the Fifth day of February One thousand eight hundred and seventy-two), and Swansea College of Technology (established on the Twenty-second day of January One thousand eight hundred and ninety-five):

AND WHEREAS the Governing Body of the corporation known as Swansea Metropolitan University has resolved that it is desirable that the corporation should be dissolved by the Welsh Ministers by Order under section 128 of the Education Reform Act 1988 and for its property, rights and liabilities to be transferred to the University of Wales: Trinity Saint David:

AND WHEREAS by a humble Petition presented unto Us in Our Council the University of Wales: Trinity Saint David has prayed that We should be graciously pleased now to grant them a further Supplemental Charter:

AND WHEREAS We are minded to accede to the prayer of such Petition:

NOW, THEREFORE KNOW YE that We having taken the said Petition into Our Royal consideration by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, have willed and ordained and do by these Presents for Us, Our Heirs and Successors, will and ordain as follows:

I THE SUPPLEMENTAL CHARTER OF 2010

- 1 The Supplemental Charter of 2010 (except insofar as it continued in force the incorporation by the Charter of 1828 of the University and the conferring of perpetual succession and a common seal) shall be and is hereby revoked, but nothing in this revocation shall affect the legality or

validity of any act, deed, or thing lawfully done or executed under the provisions of the said Supplemental Charter of 2010.

II THE UNIVERSITY OF WALES: TRINITY SAINT DAVID

- 1 The corporation created by the Charter of 1828 shall continue to be a University to be known as “University of Wales: Trinity Saint David”, or in “Welsh Prifysgol Cymru: Y Drindod Dewi Sant”. Hereinafter in this Our Supplemental Charter the said Corporation and the said University of Wales: Trinity Saint David is referred to as “the University”.

III THE OBJECTS OF THE UNIVERSITY

- 1 The objects of the University are to advance education and disseminate knowledge by teaching, scholarship and research for the public benefit, which includes but is not limited to:
 - (a) The power to award and revoke degrees of any rank of the University and other distinctions (including without limitation, diplomas, joint degrees, dual degrees, certificates, fellowships, honorary degrees, honorary fellowships, memberships and associateships) in its own name and/or dually or jointly with other education institutions; and
 - (b) The provision and maintenance of a significant physical University presence in Swansea, Carmarthen, and Lampeter (or such other places as may be determined), which facilitates the objects of the University; and
 - (c) The objects of the University shall have regard to the vocational, bilingual, and Anglican heritages of historical entities.

IV POWERS OF THE UNIVERSITY

- 1 The University shall have all the powers of a natural person to do all lawful acts that are conducive or incidental to the attainment of the objects of the University:
 - (a) To provide instruction in such branches of learning as the University may think fit and to carry out, supervise, participate in and otherwise make provision for research and for the advancement and dissemination of knowledge in such manner as the University may determine.

- (b) To prescribe in Ordinances the requirements for Matriculation and the conditions under which persons shall be admitted to the University or to any particular course of study therein.
- (c) To confer, under conditions prescribed in Ordinances, Degrees of any rank of the University upon:
 - (i) persons who shall have pursued a course of study approved by the University and who shall have passed the examinations or other tests prescribed by the University and met any other requirements determined by the University;
 - (ii) persons who shall hold Degrees or distinctions of equal or similar rank conferred by any University or by any place of higher education with power to confer the same;
 - (iii) persons who shall have rendered any signal service to the University;
 - (iv) persons of distinction whom the University may wish to recognise.
- (d) To grant, under conditions prescribed in Ordinances, Licences, Diplomas, Certificates and other awards or distinctions to persons within categories (i) (ii) (iii) and (iv) prescribed in paragraph (c) hereof and adapted as necessary.
- (e) To present to any university or other place of higher education with which arrangements in that regard shall have been made persons within categories (i) (ii) (iii) and (iv) of paragraph (c) hereof with the object of Degrees, Licences, Diplomas, Certificates or other academic distinctions of such other institution being conferred upon or awarded to such persons.
- (f) For what the University shall deem to be good cause, to deprive persons of any Degrees, Licences, Diplomas or Certificates or other awards or distinctions conferred or granted by the University.
- (g) To prescribe in the Ordinances the disciplinary provisions to which Students of the University and other persons using any facilities of the University shall be subject.
- (h) To provide such lectures and courses of instruction, whether at the University or elsewhere, for persons not Members of the University as the University may determine and to grant Diplomas, Certificates and other awards or distinctions to such persons.
- (i) To accept the examinations and periods of study passed by persons at other Universities or bodies of higher education as equivalent to such examinations and periods of study in the University as the University may determine and to withdraw such acceptance at any time.
- (j) To affiliate other bodies and institutions or branches or departments or staff thereof and to admit members thereof to any of the privileges of the University, and to accept attendance at courses of study in such bodies or branches or departments thereof in place of such parts of the attendance at courses of study in the University and upon such terms and conditions and subject to such regulations as may from time to time be determined by the University.
- (k) To co-operate by any means with any universities, other recognised institutions of higher education, other educational bodies, other authorities and persons for such purposes as the University may from time to time determine and to participate in any way in the governance of any other educational institutions or bodies.
- (l) To enter into and put into effect any agreement for the incorporation within the University of any other institution and for taking over rights, property and liabilities and for any other purpose not repugnant to this Our Supplemental Charter.
- (m) To institute Professorships, Readerships and Lectureships and any other offices or posts of any kind and whether academic or not as may be required by the University and to appoint persons to, employ or engage them in and to remove them from such offices and other posts or employment and to prescribe their conditions of service.
- (n) To institute and award Fellowships, Scholarships, Studentships, Exhibitions, Bursaries and Prizes and other aids to study and research.
- (o) To establish and maintain and to administer and govern places for the residence of the Students of the University or other persons using any

facilities of the University and to supervise such places of residence maintained by the University and to provide goods, services and facilities of all kinds for Students.

- (p) To provide, for reward or otherwise, research, consultancy, design, development and advisory services, to buy, sell, acquire and otherwise deal in scientific and technological equipment, patents, designs and inventions of all kinds and to engage in printing and publishing and to turn to account in any way goods, articles, designs and processes of all kinds made, executed or invented by Members of the University or others and for these and other purposes to form, own shares in and participate in the governance of companies and other types of business entities, to enter into contracts and arrangements with any persons, companies or institutions as the University may think fit.
- (q) To provide for reward or otherwise such books and other goods and services for Members of the University and other persons using any facilities of the University as may be deemed expedient and consistent with the objects of the University as a place of education and learning.
- (r) To demand and receive fees.
- (s) To act as trustee or manager of any scheme, property, legacy, endowment, bequest or gift for purposes of education or research, or otherwise in furtherance of the work and welfare of the University, and to invest any funds representing the same as the University may think fit.
- (t) To bear and display the armorial bearings granted to the University by Our College of Arms and if the University shall think fit to apply for such amendments and variations thereto as the University may deem desirable.
- (u) To acquire and hold property and assets.
- (v) To maintain, manage, deal with, dispose of and to invest all the property, money, assets and rights of the University and to enter into engagements and to mortgage and charge property and to accept obligations and liabilities in all respects without any restriction and in the same manner as an individual may manage their own affairs.

- (w) To give guarantees of any kind to any persons.
- (x) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the University and to raise money in such other manner as the University may deem fit.
- (y) To promote private Bills in Parliament or the National Assembly for Wales.
- (z) To do all such other acts and things whether incidental to the powers aforesaid or not as may further the objects, welfare or interests of the University.
- (za) To provide and maintain the chapels, buildings, premises, grounds, furniture, apparatus and other means needed for carrying on the work of the University and to license lodgings, apartments, and other places of residence, whether maintained by the University or not, upon such conditions as the Council shall think fit.

V MEMBERSHIP OF THE UNIVERSITY

- 1 Eligibility for membership of the University or for holding office therein or for graduating thereat or for holding any advantage or privilege thereof shall be regardless of disability, ethnic or national origins, race, gender, age, gender reassignment, sexual orientation, religion and belief, marital status, family responsibility or political or religious beliefs and activities.
- 2 The Council shall make Ordinances setting out who shall be members of the University and what their rights, obligations and privileges shall be. Different provision may be made for different categories of members.

VI THE PATRON

- 1 There shall be a Patron of the University.
- 2 The Patron shall have and may exercise such powers and functions as may be conferred by the Ordinances.

VII THE VISITOR

- 1 The Visitor of the University shall be the Right Reverend Father in God, the Lord Bishop for the time being of Saint Davids or such member of the

House of Lords or member or former member of the judiciary as the Lord Bishop may nominate. In addition to the powers and functions vested by law the Visitor shall have and may exercise such powers and functions as may be conferred by Ordinances.

VIII THE PRESIDENT AND VICE-PRESIDENT

- 1 There shall be a President of the University who shall perform such duties as shall be prescribed by or in accordance with the Statutes and Ordinances.
- 2 There shall be a Chair of the University Council. He or she shall have the honorary title of Vice-President of the University and shall perform such duties as shall be prescribed by or in accordance with the Statutes and Ordinances.
- 3 The terms of office of the President and Vice-President shall be determined in accordance with Ordinances.

IX THE VICE-CHANCELLOR AND PRO VICE-CHANCELLOR

- 1 There shall be a Vice-Chancellor of the University, who shall be the Chief Executive, Principal Academic and Administrative Officer, and Chief Accounting Officer of the University and Chair of the Senate, and who shall have power to confer the degrees, awards and other academic distinctions of the University.
- 2 There shall be one or more Pro Vice-Chancellors of the University who shall have such duties and functions as may be prescribed by Council.

X OTHER OFFICES

- 1 There shall be such officers of the University as the Council of the University ("the Council") shall decide, whose functions, terms of office and appointment shall be set out in the Statutes ("the Statutes") and Ordinances ("the Ordinances") of the University.

XI THE COUNCIL

- 1 There shall be a Council of the University which, subject to this Our Supplemental Charter and the Statutes, shall be the governing body of the University.

- 2 The Council may delegate all or any of its functions provided that the Council shall not delegate any of the following:

- (a) the determination of the character and mission of the University, including the determination of the academic year of the University and the appointment of the Vice-Chancellor;
- (b) the responsibility for ensuring the solvency of the University and for safeguarding its assets, including the appointment of auditors, the establishment of an Audit Committee and the approval of the University's annual audited accounts; or
- (c) the making of, alteration, amendment or addition to this Our Supplemental Charter or the Statutes.

- 3 The Council shall have the custody of the Common Seal, the use of which shall be prescribed in the Ordinances.

XII THE SENATE

- 1 There shall be a Senate of the University ("the Senate"), which, subject to the general control and approval of the Council, shall be responsible for the academic work of the University and shall have the constitution, functions, powers and duties set out in Ordinance.

XIII OTHER BODIES

- 1 The Council may by Ordinance create other organs, bodies or divisions of the University which shall have the constitution, functions, powers and duties assigned to them by the Ordinances.

XIV STUDENTS' UNION

- 1 There shall be a Students' Union of the University. The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council. No amendment to or rescission of that constitution shall be valid unless approved by the Council.

XV MANAGEMENT OF ASSETS

- 1 The University shall not make any dividend, gift, division or bonus to any of its members except by way of prize, reward or special grant or of lawful remuneration.

- 2 The University may only confer benefits on members of the Council, for acting as a member of Council, if the benefit has been authorised by the Council in accordance with the Statutes.

XVI AMENDING THE CHARTER

- 1 The Council may, after consultation with the Senate and by Special Resolution, amend or add to this Our Supplemental Charter. Such amendment or addition when approved by Us, Our Heirs or Successors in Council shall have effect so that this Our Supplemental Charter shall henceforward continue and operate as though it had been originally granted and made as so added to or amended.

XVII THE STATUTES

- 1 The Statutes scheduled to this Our Supplemental Charter shall be the Statutes of the University until they shall have been added to, amended or repealed in the manner prescribed.
- 2 Subject to this Our Supplemental Charter and the Statutes, the Council may make, amend, add to or repeal Ordinances to direct and regulate the University and its members.

XVIII AMENDING THE STATUTES

- 1 The Council may, after consultation with the Senate and by Special Resolution, make, add to, amend or repeal Statutes to prescribe matters to support this Our Supplemental Charter provided that no such changes shall be either repugnant to the provisions of this Our Supplemental Charter or shall have effect until approved by the Lords of our Most Honourable Privy Council.

XIX SPECIAL RESOLUTION

- 1 For the purpose of this Our Supplemental Charter a "Special Resolution" means a Resolution of the Council passed at a meeting of the Council, provided that notice of such meeting shall be given to each member of the Council not less than fourteen days before the date of the meeting, and that the Resolution shall be passed at such meeting by a majority of not less than three-quarters of those present and voting.

XX REGULATIONS

- 1 Subject to this Our Supplemental Charter, the Statutes and the Ordinances, the Council and the Senate and the bodies and committees established by them may make, amend, add to or repeal regulations and standing orders to support and enforce their respective powers and functions.

XXI INCONSISTENCIES

- 1 In the event of any conflict or inconsistency between any provision in any Ordinance and any provision in any Regulation, the provision in the Ordinance shall prevail.
- 2 In the event of inconsistency between any provision in any Ordinance and any provision in any other Ordinance, or between any Regulation and any other Regulation, the matter shall be referred to the Council for resolution.

XXII COMMENCEMENT

This Our Supplemental Charter shall come into effect on the date sealed.

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

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the _____ day of

in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

STATUTES OF THE UNIVERSITY OF WALES: TRINITY SAINT DAVID

(“THE UNIVERSITY”)

I GENERAL

- 1 These Statutes are the Statutes of the University, as prescribed in Article XVII of the University’s Supplemental Charter of 2012.
- 2 These Statutes supersede the Statutes in force prior to the Supplemental Charter of 2012 (hereafter referred to as “the former Statutes”).
- 3 Nothing contained in these Statutes shall affect anything done under the former Statutes until it is revoked, withdrawn, amended or altered.

II DEFINITIONS

- 1 In the Statutes:
"The Charter" means the unrevoked portion of the Charter of 1828 and the Supplemental Charter of 2012 under which these Statutes take effect as amended from time to time.
"The Council" means the Council of the University.
"The Senate" means the Senate of the University.
"Academic Staff" for the purpose of the Charter and Statutes mean those members of the staff of the University that the Council shall resolve in Ordinances should have academic status.
"Non-Academic Staff" means members of the staff of the University other than Academic Staff.

"The Students" means the persons who are for the time being recognised by the Senate as following such a course or courses of study or research provided or approved by the University as the Senate shall think fit.

"The Students' Union" means the Students' Union constituted in accordance with the Statutes.

"Ordinances" means Ordinances made pursuant to the Charter or the Statutes.

"Dismissal" shall have the same meaning as in section 95 of the Employment Rights Act 1996.

"Good cause" means:

- conviction of an offence which may be deemed by the Council to be such as to render the person convicted unfit for the execution of the duties of the office or award; or
- conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or award; or
- conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office whether such failure results from physical or mental incapacity or otherwise; or
- other substantial reason of a kind such as to justify dismissal as defined for the purposes of section 98 of the Employment Rights Act 1996.

“Redundancy” shall have the same meaning as in section 139 of the Employment Rights Act 1996.

Words defined in the Charter shall have the same meaning in these Statutes unless the context otherwise requires.

III AUDIT

- 1 The Council shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the conclusion of the next Annual General Meeting. Every such Auditor shall be a member of a body of accountants established in the United Kingdom and for the time being recognised for the purpose of the legislation for the time being in force governing the qualification of auditors of public limited companies. Every such Auditor shall be in the active practice of the profession, and no person shall be appointed Auditor who is or any one of whose partners or employees is or whose employer is a member of the Council or the staff of the University.
- 2 The Auditor or Auditors shall be eligible for re-appointment and shall receive such remuneration as may be determined from time to time.
- 3 The Auditor or Auditors shall have right of access at all reasonable times to the books, records, accounts and vouchers of the University, and shall be entitled to require from the officers and staff of the University such information and explanation as may be necessary for the performance of their duties.

- 4 If the office of Auditor or Auditors shall become vacant for any reason before the expiration of the incumbent's period of office, the Council shall forthwith appoint an Auditor or Auditors in their place for the remainder of such period.
- 5 The Auditor or Auditors shall make a report to the Council at least once in each year.
- 6 An Auditor may resign by written notice addressed to the Clerk to the Council.
- 7 The Council shall establish an Audit Committee which shall have the terms of reference and constitution as prescribed by Ordinance.

IV THE COUNCIL

- 1 The Council shall consist of the following persons, namely:
 - (a) The Chair of Council who shall also be the Vice-President of the University.
 - (b) The Vice-Chancellor.
 - (c) Not more than two student representatives nominated by the student body.
 - (d) Not more than four members of academic staff elected by the Senate.
 - (e) Not more than two members of non-academic staff, elected from their own number.
 - (f) Not more than sixteen members, or such number not being employees, students, or members of the University who shall form a majority of those members present who are entitled to

vote and who shall be appointed by Council from among persons recommended by the Nominations and Governance Committee.

V MEETINGS OF THE COUNCIL

- 1 At meetings of the Council ten members personally present shall form a quorum provided that there shall always be present and entitled to vote a majority of members, who are neither employees nor Students of the University. In the absence of a quorum, no business shall be transacted, other than the adjournment thereof to a date and time to be determined by the Vice-President. At the adjourned meeting, whether or not there be a quorum (but provided that there are present and entitled to vote a majority of members who are neither employees nor Students of the University), there may be transacted all the business which could have been transacted at the original meeting if sufficient members of the Council had been present.

VI POWERS OF COUNCIL

- 1 Save as otherwise expressly delegated in the Charter and the Statutes, the Council shall have the authority to exercise all powers which are conferred upon the University by the Charter, Statutes and Ordinances, and to carry these into effect.
- 2 The following powers and duties shall be discharged direct by the Council and may not be delegated:
 - (i) To act as the governing body of the University.

- (ii) In accordance with Article XVI of the Charter, to add to or amend the Charter of the University.
- (iii) In accordance with Articles XVII and XVIII of the Charter, to make, add to, amend or repeal the Statutes of the University.
- (iv) To make, add to, amend or repeal the Ordinances of the University, provided such Ordinances shall not be repugnant to the provisions of the Charter or the Statutes.
- (v) To appoint the President and the Vice-President.
- (vi) To govern and regulate the finances, accounts, investments, property, business and affairs of the University, and for that purpose to appoint Bankers and any other administrative officers or agents whom it may seem expedient to appoint.
- (vii) To approve the borrowing of money on behalf of the University and for that purpose, if the Council thinks fit, to mortgage or exchange or charge all or any part of the property of the University whether real or personal, and to give such other security, whether upon real or personal property or otherwise, as the Council may think fit.
- (viii) To act as trustees for any property, legacy, endowment, bequest or gift in support of the objects of the University.

- (ix) To approve the sale, purchase, exchange, lease and acceptance of leases of real and personal property on behalf of the University.
- (x) To approve the annual financial statements.
- (xi) To appoint the Auditor or Auditors to audit the financial statements and other accounts of the University.
- (xii) To ensure the estate is adequate for the discharge of the objects of the University and to approve any estates strategy.
- (xiii) To approve the strategic plans of the University.
- (xiv) To monitor the performance and progress of the University and to require issues raised by such monitoring to be addressed.
- (xv) To make final decisions on strategic policy matters relating to staffing and employment.
- (xvi) To establish a Committee of Selection for the office of Vice-Chancellor, and to appoint the Vice-Chancellor.
- (xvii) To supervise, review, refer back, control, amend or disallow any act of the Senate and to give directions to the Senate.
- (xviii) To select a Seal and Arms for the University, and to oversee the custody and use of the Seal.
- (xix) To approve the constitution of the Students' Union and, so far as is

reasonably practicable, to ensure that the Students' Union operates in a fair and democratic manner and is accountable for its finances.

- (xx) To confer the power to make Regulations concerning administrative or academic matters, upon Senate, committees of Council or other organs of the University, to remove or amend such power, and to amend, revoke and repeal any such Regulations.
- 3 Subject to Statute VI.2, the Council shall have the authority to delegate powers and duties:
 - (i) to the Vice-Chancellor, as Chief Executive and Chief Accounting Officer;
 - (ii) to the Senate, as prescribed by Ordinance;
 - (iii) to the committees established by the Council, as prescribed by Ordinance;
 - (iv) to other officers of the University, as prescribed by Ordinance.

VII THE NOMINATIONS & GOVERNANCE COMMITTEE

- 1 There shall be a Nominations & Governance Committee whose composition and functions shall be determined by Council by Ordinance.

VIII ASSOCIATIONS OF FORMER STUDENTS

- 1 The power of the University to recognise an association or associations of former students

of the University and of other institutions shall be exercised by Ordinance and the Ordinances may prescribe conditions subject to which such recognition is afforded and such recognition may by Ordinance be withdrawn at any time.

- 2 If at any time or times there shall be no such association of former students constituted independently of the University which is recognised by Ordinance then the University may constitute such an Association (or more than one) by Ordinance with such membership and organisation and rules as the Ordinance may prescribe.

IX THE REMOVAL OF CERTAIN OFFICERS

- 1 The President or the Vice-President may be removed from office by Special Resolution of the Council for good cause.
- 2 No person shall be removed from office under this Statute by reason of good cause unless that person shall have been given a reasonable opportunity to be heard by the Council.

X STAFF OF THE UNIVERSITY

1 GENERAL PRINCIPLES OF CONSTRUCTION AND APPLICATION

The provisions of this Statute X shall be without prejudice to legislation relating to the protection of employees. Council shall by Ordinance make provision which ensures that the University's procedures comply with such legislation and may also make further ancillary provision in relation to the subject matter of this Statute X.

- 1 This Statute shall apply to all members of staff of the University, with the exception of the Vice-Chancellor (please refer to **Statute X - Annex**)
- 2 This Statute and any Ordinance made under it shall be applied and construed in every case to give effect to the following guiding principles:
 - (a) the 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 any privileges they may have at the University;
 - (b) to enable the University to provide education, promote learning and engage in research efficiently and economically; and
 - (c) to apply the principles of justice and fairness.
- 3 The Council shall, from time to time, make Ordinances specifying the policies and procedures to be followed in the exercise of the powers and duties contained in this Statute and shall include provision for appeal.
- 4 This Statute shall override any provision in any contract, term or condition of employment which is inconsistent with this Statute, whether dated before or after the commencement of this Statute, but:
 - (a) it shall not affect any compromise agreement under section 203 of the

Employments Rights Act 1996, or any similar waiver or agreement permitted by law; and

- (b) it shall not preclude any member of staff from deciding or agreeing to terminate employment with the University, whether by voluntary severance, early retirement or otherwise, on whatever terms have been agreed.

- 5 Any reference in this Statute to a provision in an Act of Parliament or Act of the National Assembly for Wales shall be taken to be a reference to that provision as it may have been amended or superseded from time to time.

Part I: Dismissal

- 1 A member of Staff may be dismissed if that dismissal is for good cause or a reason set out in section 98 of the Employment Rights Act 1996.
- 2 The Council shall by Ordinance prescribe a procedure for the dismissal of members of staff consistent with section 98 of the Employment Rights Act 1996.

Part II: Redundancy

- 1 For the purposes of this Statute, “redundancy” shall have the same meaning as in section 139 of the Employment Rights Act 1996.
- 2 Nothing in this Part shall prejudice, alter or affect any rights, powers or duties of the University or apply in relation to a person

employed by the University up to the Supplemental Charter of 2010 unless:

- (a) His or her appointment is made, or his or her contract of employment is entered into, on or after 20th November 1987; or
- (b) He or she is promoted on or after that date.
- (c) For the purposes of this paragraph in relation to a person, a reference to an appointment made or a contract entered into on or after 20th November 1987 or to promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.

- 3 The Council shall by Ordinance prescribe a procedure for dismissing members of staff on grounds of redundancy.

Part III: Misconduct

- 1 The Council shall by Ordinance prescribe a procedure for the discipline of members of staff on grounds of misconduct.

Part IV: Incapability

- 1 The Council shall by Ordinance prescribe a procedure for dealing with staff, including dismissal, because of incapability on grounds of skill, aptitude, health, whether physical or mental, or any physical or mental quality.

Part V: Other dismissals

- 1 The Council shall by Ordinance prescribe procedures for dealing with dismissal on any other grounds, including during or at the end of a period of probationary service and fixed-term appointments.

Part VI: Grievance

- 1 The Council shall by Ordinance prescribe the procedure to settle or redress individual grievances by members of staff.

STATUTE X - ANNEX: PROVISIONS AS TO THE VICE-CHANCELLOR

- 1 The Council may request its Chair to remove the Vice-Chancellor from office for good cause in accordance with the procedure described in this Annex:
 - (i) A complaint seeking the removal from office of the Vice-Chancellor for good cause may be made by not less than six members of the Council to the Chair of the Council.
 - (ii) If it appears to the Chair of the Council, on the material presented, that the complaint raises a prima facie case and that this could, if proved, constitute good cause for dismissal or removal from office the Council shall be requested to appoint a Panel to hear and determine the matter.
 - (iii) If it appears to the Chair of the Council that a complaint made under paragraph (1) does not raise a prima facie case or is trivial or invalid, it may be

recommended to the Council that no further action be taken upon it.

- (iv) When the Council has appointed a Panel under paragraph (2) it shall instruct a solicitor or other suitable person to formulate a charge or charges and to present, or arrange for the presentation of, the charges before the Panel.

2. A Panel appointed by the Council shall comprise:

- (i) an independent Chair; and
- (ii) a member of the Council not being a person employed by the University; and
- (iii) one member of the Academic Staff.

Subject to the principles of justice and fairness the Panel may determine its own procedure.

- 3 The Panel shall send its reasoned decision on any charge referred to it together with its findings of fact regarding the charge and its recommendations, if any, as to the appropriate penalty to the Chair of the Council and to the Vice-Chancellor drawing attention to the period of time within which any appeal should be made.

- 4 Persons appointed to hear such an appeal shall be:

- (i) the person who is the Visitor; and
- (ii) persons independent of the University holding, or having held, judicial office

or being barristers or solicitors of at least ten years' standing,

- (iii) and the persons so appointed shall, subject to the principles of justice and fairness, determine the procedure to be adopted in hearing the appeal.

- 5 A person appointed shall send the reasoned decision on the appeal, together with any recommendations as to appropriate penalty (if any) and findings of fact different from those established by the Panel to the Vice-Chancellor and to the Chair of the Council.

- 6 Where a charge or charges have been upheld by the Panel and not dismissed on appeal, the Chair of the Council shall decide whether or not to dismiss the Vice-Chancellor.

- 7 Where a complaint is to be referred to a Panel under this Statute, the Chair of the Council may suspend the Vice-Chancellor from duties and may exclude the Vice-Chancellor from the precincts of the University or any part thereof without loss of salary.

- 8 "Good cause" in this Annex has the same meaning as in Statute II.

- 9 For the purpose of the removal of the Vice-Chancellor for incapacity on medical grounds, the procedure set out in Ordinances shall have effect subject to the following modification:

- (i) for references to a member of University Staff there shall be substituted references to the Vice-Chancellor;

- (ii) for any reference to the office of Vice-Chancellor there shall be substituted a reference to the office of Chair of the Council;
- (iii) If the Council determines that the Vice-Chancellor should be required to leave office on medical grounds, it shall ask the Vice-President and Chair of the Council as the appropriate officer, to decide whether or not to terminate the appointment of the Vice-Chancellor on those medical grounds.

XI BENEFITS OF MEMBERS OF COUNCIL

- 1 A Member of Council 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 2011.
- 2 A Member of Council may receive a benefit from the University in the capacity of a beneficiary of the University.
- 3 A Member of Council may be employed by the University other than for acting as a Member of Council.
- 4 A Member of Council may receive benefits for acting as a Member of Council provided the Members of Council have:
 - (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 the remuneration is clearly in the interests of the University that the Member of Council 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 to be undertaken by the Member of Council, that offering the remuneration in question provides a significant and clear advantage over all the other options available.

- 5 A company or other legal entity of which a Member of Council is a member may receive fees, remuneration or other benefit in money or money's worth provided that the Member of Council holds no more than 1% of the issued capital or equivalent of that company or other legal entity.
- 6 The University and its Members of Council may only rely upon the authority provided by Statute XI if each of the following conditions is satisfied:
 - (i) The remuneration or other sums paid to the Member of Council do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The conflicted Members of Council are absent from the part of any meeting at which there is discussion of:

- (a) His or her employment or remuneration, or any matter concerning the contract or arrangement; or
 - (b) His or her performance in the employment or office, or his or her performance of the contract; or
 - (c) Any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Statute XI;
 - (d) If applicable, the matters described in Statute XI; or
 - (e) Any other matter relating to a payment or the conferring of any benefit permitted by Statute XI.
- (iii) The conflicted Members of Council do not vote on any such matter and are not to be counted when calculating whether a quorum of Members of Council is present at the meeting.
 - (iv) The non-conflicted Members of Council are satisfied that it is in the interests of the University to employ or to contract with that Member of Council rather than with someone who is not a Member of Council. In reaching that decision the non-conflicted Members of Council must balance the advantage of employing a Member of Council against the

disadvantages of doing so (especially the loss of the Member of Council's services as a result of dealing with the Member of Council's conflict of interest).

- (v) The reason for their decision is recorded by the non-conflicted Members of Council.
 - (vi) A majority of the Members of Council then in office are non-conflicted.
- 7 If a member of Council receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.
- 8 In sub-Statutes XI (1) to XI (6):
- (i) The employment or remuneration of a member of Council includes the engagement or remuneration of any firm or company in which the Member of Council is:
 - (a) a partner;
 - (b) an employee;
 - (c) a consultant;
 - (d) a director; or
 - (e) a shareholder or other owner, unless the Member of Council holds less than 1% of the issued capital or equivalent.
- 9 "University" shall include any company in which the University:
- (i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the Board of the company.

- 10 "Member of Council" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Member of Council or any person living with the Member of Council as his or her partner.
- 11 A "conflicted Member of Council" is a Member of Council who has received, is entitled to receive or is currently receiving remuneration under this Statute XI. A conflicted Member of Council also includes a Member of Council who has received financial benefits described in Statute XI but before these Statutes XI (1) to (6) came into force.
- 12 A "non-conflicted Member of Council" is a Member of Council who is not a conflicted member of Council.
- 13 Statute XI may not be amended without the express prior consent of the principal charitable regulator of the University.

XII ORDINANCES

- 1 Subject to the Charter and the Statutes, Ordinances may be made with regard to all such matters as are directed or authorised by the Charter and the Statutes and all other matters which are not otherwise regulated by the Charter and Statutes.

XIII INTERPRETATION OF THE STATUTES AND STANDING ORDERS

- 1 The Council may make, amend or repeal Statutes once the Senate has had an opportunity of considering the proposal and of reporting thereon to the Council.
- 2 The Statutes shall be interpreted so as not to conflict with the Charter.
- 3 The Council and Senate respectively may make, amend or repeal Standing Orders for governing the proceedings of those prospective bodies.

XIV TEMPORARY PROVISIONS

- 1 All acts, matters and things done or transacted by or on behalf of the University under any Charter, Statute or other enabling provision then in force shall continue in full force and effect as if done or transacted under the provisions of the Statutes.
- 2 All Ordinances, Regulations, Standing Orders and Resolutions passed or made under any Charter, Statute or other enabling provision then in force shall continue in full force and effect unless the same shall be inconsistent with any provision of the Charter or these Statutes and unless or until repealed, varied or replaced by Council or (save in relation to Ordinances) by any body upon which Council shall for the time being confer power to do the same pursuant to Statute VII(xxi).
- 3 The Students' Union as constituted on the day on which the Supplemental Charter of

2012 was granted shall continue and shall be the Students' Union until the Constitution thereof be amended or revised in the manner prescribed by Ordinances.

- 4 The Visitor and all members of staff of the University, who were in office or had been appointed on the day on which the Supplemental Charter of 2012 was granted, shall continue in their office or appointment and shall be deemed to have been appointed under the provisions of the Statutes and no successor or successors shall be appointed under the Statutes until such period of office or appointment shall have ceased or until (for whatever other cause) the office shall have become vacant.
- 5 All persons appointed as at the day on which the Supplemental Charter of 2012 was granted to represent the University upon any other authority shall, unless the Ordinances otherwise provide, continue for the full unexpired term of their original appointment.
- 6 There shall be power by Ordinance to provide for the resolution of any doubt which may arise on any question involving the transition from the previous Charters and Statutes of the University to the provisions of the Charter and the Statutes.