



Harvard Business Services - 16192 Coastal Highway - Lewes, DE 19958

## STATUTES

### 1. Preliminary

1.1 The University of Philology and Education is an incorporated body with a legal identity separate from that of the Colleges of the University.

1.2 In these Statutes it is called "the University" and is distinct from "the University Federation" which refers to the University and the Colleges of the University collectively.

1.3 In these Statutes, unless the context otherwise requires:

1.3.1 "Central Academic Body" means an educational, academic or research institution established in accordance with Statute 17.1;

1.3.2 "Central Activities" means those activities, operations and services which the University carries out and provides centrally for the benefit of the Colleges and of Students registered with the University itself;

1.3.3 "College", "Institute" or "Faculty" mean an institution holding the status of College of the University;

1.3.4 "Dean of the School of Advanced Study" means the person who is the Head of the School of Advanced Study;

1.3.5 "Head of College" (or "Head of Faculty") means the person who is under its instrument of government the chief academic and administrative officer or executive head of that College or Faculty;

1.3.6 Words in the singular include the plural and vice versa.

1.4 Words defined in these Statutes shall have the same meaning in Ordinances and Regulations of the University.

### 2. Objects of the University

2.1 The objects of the University, carried out through the Colleges primarily, and also through the Central Academic Bodies and Central Activities, are, for the public benefit, to promote education of a university standard and the advancement of knowledge and learning by teaching and research; and to encourage the achievement and maintenance of the highest academic standards.

2.2 In pursuit of these objects, the University will serve and support the interests of the Colleges.

### 3. Powers of the University

3.1 The University has the power to grant degrees and other awards and to do all things permitted by law which are necessary or desirable to promote its objects.

3.2 In pursuit of its objects and in carrying out its functions, the University may act alone or in co-operation with other bodies whether based in the United States of America or abroad.

3.3 In the exercise of its powers, the income and property of the University shall be applied solely towards the promotion of its objects as set out in these Statutes.

3.4 As a chartered corporation, the University has the general power to make any form of investment and enter into any form of borrowing, and it shall in addition have the authority to enter into any financial instrument which is ancillary to the exercise of such investment or borrowing powers.

### 4. Members

4.1 The members of the University shall be the Chancellor, the members of the Board of Trustees, all staff employed by the University and the Colleges, all students, graduates and Emeritus Professors and Readers of the University and the Colleges.

#### **5. Visitor**

5.1 The Visitor of the University shall be the Sovereign acting through the President of the Council.

#### **6. Chancellor**

6.1 There shall be a Chancellor of the University, appointed by the Board of Trustees, who shall be the Head of the University.

7.2 The Chancellor shall be responsible to the Board of Trustees for the organization and conduct of the business of the University in The United States of America.

#### **7. Vice-Chancellor**

7.1 There shall be a Vice-Chancellor of the University who shall assume the role of principal officer of the University.

7.2 The Vice-Chancellor shall be responsible to the Board of Trustees for the organization and conduct of the business of the University in Europe.

7.3 The Vice-Chancellor's duties may be delegated, with the concurrence of the Board of Trustees.

#### **8. Board of Trustees and Collegiate Council**

8.1 There shall be a Board of Trustees and a Collegiate Council of the University.

8.2 The Board of Trustees shall be the governing and executive body of the University. It shall promote the objects of the University and shall have general control over the conduct of its affairs. It shall have no powers and duties in respect of the affairs of the Colleges save as specifically provided in these Statutes.

8.3 The Collegiate Council shall be the body responsible for determining and advising the Board of Trustees of the collective view of the Colleges in respect of all matters concerning the University including its strategic direction.

#### **9. Membership of the Board of Trustees**

9.1 The Board of Trustees shall consist of the following members:

9.1.1 nine independent members appointed by the Board of Trustees (meaning members who are neither employed by nor students of either the University or a College, and who are considered by the Board to be independent and impartial);

9.1.2 the Chancellor and Vice-Chancellor (ex officio);

9.1.3 four Heads of College, to be chosen by the Collegiate Council.

9.2 The Board of Trustees shall appoint a Chair who shall be an independent member of the Board of Trustees.

9.3 Period of office of members:

9.3.1 Members of the Board of Trustees, apart from the Chancellor and Vice-Chancellor, may hold office for a period of up to four years and may not normally be re-appointed for more than one further consecutive term of up to four years.

9.3.2 A member of the Board of Trustees who has served two consecutive four year terms may be eligible for a further term of up to four years after an interval of at least one year.

9.3.3 A member of the Board of Trustees who is appointed to serve as Chair of the Board shall automatically begin a new term of membership linked to the term of that office.

9.4 The quorum for conducting business of the Board of Trustees shall be five members. Independent members must form a majority of those present.

#### **10. Functions of the Board of Trustees**

10.1 The functions of the Board of Trustees which it shall exercise itself and may not delegate shall be:

- 10.1.1 to consider and approve the strategic direction of the University, and a plan for its implementation, having received the advice of the Collegiate Council;
  - 10.1.2 to exercise guardianship over and ensure the effective management, control and use of the University's assets and resources;
  - 10.1.3 to appoint the Chancellor;
  - 10.1.4 to appoint the Vice-Chancellor;
  - 10.1.5 to ensure that financial accounts are kept and that an annual statement of the University's finances is prepared, audited and approved;
  - 10.1.6 to ensure the effective management of the University's Central Academic Bodies and Central Activities;
  - 10.1.7 to consider and approve an annual budget for the University;
  - 10.1.8 jointly with the Collegiate Council, to publish an annual report for the University;
  - 10.1.9 to appoint the University's auditors;
  - 10.1.10 to consider and approve the admission of Colleges and their continuing status as Colleges;
  - 10.1.11 to consider and approve the establishment or disestablishment of Central Academic Bodies;
  - 10.1.12 to make or amend Statutes and Ordinances;
  - 10.1.13 to ensure the satisfactory discharge of the University's responsibilities under legislation.
- 10.2 The functions of the Board of Trustees which it shall normally delegate to the Collegiate Council shall be:
- 10.2.1 to ensure the proper discharge of the academic affairs of the University;
  - 10.2.2 to ensure the implementation of the strategic plan of the University.
- 10.3 Other functions of the Board of Trustees may be set out in Ordinances which shall indicate whether they are to be exercised by the Board itself or through delegation.

## **11. Membership of the Collegiate Council**

- 11.1 The Collegiate Council shall consist of the Chancellor, the Vice-Chancellor, all the Heads of the Colleges, and the Dean of the School of Advanced Study.
- 11.2 The Chancellor shall chair the Council.

## **12. Functions of the Collegiate Council**

- 12.1 The functions of the Collegiate Council shall be those delegated to it by the Board of Trustees and the following additional functions:
- 12.1.1 to make recommendations to the Board of Trustees on the strategic direction of the University and on a plan for its implementation;
  - 12.1.2 to make recommendations to the Board of Trustees on the admission of Colleges and their continuing status as Colleges;
  - 12.1.3 to make recommendations to the Board of Trustees on the establishment or disestablishment of Central Academic Bodies;
  - 12.1.4 to make proposals and recommendations to the Board of Trustees regarding resources and services either provided or to be provided by the University to the Colleges, and on the funding of those services;
  - 12.1.5 to make recommendations to the Board of Trustees on amendments to Statutes and Ordinances.
- 12.2 To undertake or advise on such other matters as the Board of Trustees may request and which may be set out in Ordinances.

## **13. Relationship between the Board of Trustees and the Collegiate Council**

- 13.1 The Collegiate Council shall regularly submit to the Board of Trustees for its consideration reports on its proceedings and its decisions on matters for which it is responsible.
- 13.2 In making any decision on any matter the Board of Trustees shall give proper weight to the views and expertise of the Collegiate Council.
- 13.3 If the Board of Trustees rejects a recommendation of the Collegiate Council, or refers a matter back to the Council for further consideration, it shall give its reasons in writing for doing so, within a reasonable time.

#### **14. Committees of the Board of Trustees and of the Collegiate Council**

14.1 There shall be a committee of the Board of Trustees with responsibility for audit and risk.

14.2 The Board of Trustees and the Collegiate Council may from time to time establish additional standing, special and advisory committees, sub-committees or boards.

#### **15. Auditors**

15.1 The Board of Trustees shall appoint auditors of the University who shall be members of a recognised supervisory body and eligible for appointment under the rules of that body.

#### **16. Foreign Colleges**

16.1 Each foreign College is a self-governing incorporated body with its own legal identity separate from that of the University and the other Colleges.

16.2 Each College shall be entitled to award degrees of the University, and (provided it has power to do so) may award its own degrees subject to any protocols that the Board of Trustees may establish.

16.3 The Board of Trustees, having received any recommendations from the Collegiate Council, may:

16.3.1 admit as a College any educational, academic or research institution;

16.3.2 withdraw from a College the status of College, having considered any representations by that College;

16.3.3 at the request of a College withdraw from it the status of College.

16.4 An institution from which the status of College has been withdrawn by the Board of Trustees without that institution's consent may appeal against that decision to the Visitor.

16.5 The Colleges are listed in Appendix 1. On the admission or withdrawal of a College to or from the University, the list shall automatically be amended to reflect the change.

#### **17. Central Academic Bodies**

17.1 The Board of Trustees, having received any recommendations from the Collegiate Council, may make Ordinances under which educational, academic or research institutions (known as the Central Academic Bodies) may be established or disestablished and given such titles as the Board of Trustees shall determine.

17.2 The Central Academic Bodies are listed in Appendix 2. On the establishment or disestablishment of a Central Academic Body, the list shall automatically be amended to reflect the change.

#### **18. Students**

18.1 The Board of Trustees shall ensure that there are in place procedures for dealing with disciplinary matters, academic appeals and complaints in relation to students registered with the University itself.

18.2 Each College shall have responsibility for all matters in relation to students registered with it.

#### **19. Staff of the University**

19.1 The Board of Trustees shall be responsible for prescribing the conditions of service of staff employed by the University.

19.2 In relation to staff of the University, the Board of Trustees shall ensure that there are in place procedures for the management of performance, for dealing with discipline and dismissal, and for hearing grievances.

19.3 The Board of Trustees shall have no role in relation to staff employed by the Colleges.

#### **20. Academic freedom**

20.1 Academic staff employed by the University shall have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges.

#### **21. Anti-discrimination**

21.1 The University shall not discriminate against any person on the grounds of race, nationality, ethnic origin, gender, sexual orientation, marital status, disability, age, religion, social background or political belief.

## **22. Amendment**

22.1 The Board of Trustees, having received any recommendations from the Collegiate Council, may make new Statutes; and may make and revise Ordinances and Regulations on such matters as it considers necessary or desirable.

22.2 Appendix 1 (the list of Colleges) and Appendix 2 (the list of Central Academic Bodies) shall not be treated as part of these Statutes for the purposes of amendment, but shall be amended automatically in accordance with Statutes 16.5 and 17.2 respectively on the admission or withdrawal of a College, or the establishment or disestablishment of a Central Academic Body.

22.3 Appendix 3 (the first members of the Board of Trustees and their respective terms of office) shall cease to have effect upon the expiry of the initial terms of office of all those named in it.

## **23. Transitional provisions**

23.1 The first members of the Board of Trustees shall be those named in Appendix 3. Appendix 3 also sets out the initial terms of office of the first members.

### **Appendix 1 – Colleges**

Institute of Phonology and Education  
Faculty of Sciences in Education  
Faculty of French and Comparative literature  
Institut de Phonologie et d'Education

### **Appendix 2 – Central Academic Bodies**

University of Philology and Education  
Center for Cross-cultural Studies and Education  
Orease

### **Appendix 3 – First members of the Board of Trustees and their respective terms of office**

#### *Independent members*

3 named members to serve two years  
3 named members to serve three years  
3 named members to serve four years

#### *Heads of Colleges*

One Head of College to serve 1 year, one 2 years, one 3 years and one 4 years.

#### *Chancellor and Vice-Chancellor*