

University of Bristol
Charter of Incorporation

Preamble

EDWARD VII, BY THE GRACE OF GOD, of the United Kingdom of Great Britain and Ireland, and of the British Dominions beyond the Seas, King, Defender of the Faith.

TO ALL TO WHOM these presents shall come, GREETING:

WHEREAS Petitions have been presented to Us by University College Bristol in the said City and by others praying Us to erect a University within the said City for the promotion of Arts Sciences and Learning and of the objects for which the said College was established and to grant a Charter with such appropriate provisions therein in that behalf as shall seem to Us meet and fit.

And whereas the Society of Merchant Venturers of the City of Bristol also presented a Petition to the same end.

And whereas We have taken the said Petitions into Our Royal consideration and are minded to accede thereto.

Now therefore Know Ye that We by Virtue of Our Royal Prerogative in that behalf and all other powers enabling Us so to do of Our special grace certain knowledge and mere motion by these Presents do for Us Our Heirs and Successors grant will direct and ordain as follows:

1 University of Bristol

1.1 At the date of the grant of this Charter, there shall be a university in the City of Bristol by the name and style of "The University of Bristol" (which also operates under the name "University of Bristol"), by which name the Chancellor and other members of the University for the time being are constituted as one body politic and corporate with perpetual succession and a common seal.

2 Definitions and interpretation

2.1 In this Charter and the Statutes:

2.1.1 "**Academic Regulations**" means all and any regulations, policies, rules or other procedures made or prescribed by Senate pursuant to the powers delegated to it by the Charter, Statutes or Ordinances.

2.1.2 "**Alumni Association**", "**Court**", and "**Senate**" refer respectively to the Alumni Association, Court and Senate of the University.

2.1.3 "**Board of Trustees**" means the Board of Trustees of the University and "**Trustee**" means a member of the Board of Trustees.

2.1.4 "**Chair**" means the person for the time being appointed as Chair of the Board of Trustees in accordance with Article 14.

2.1.5 "**Chancellor**", "**Pro-Chancellor**" and "**Vice-Chancellor**" mean the person or persons for the time being holding office as Chancellor, Pro-Chancellor and Vice-Chancellor of the University respectively.

2.1.6 "**Charter**" means the Royal Charter of the University (and in this Charter and the Statutes, Ordinances and Academic Regulations, references to an "**Article**" mean a clause of this Charter).

- 2.1.7 "**decision making body**" has the meaning given in the Statutes.
- 2.1.8 "**Full-time Officers**" means the persons for the time being (if any) holding office as full-time officers of the Students' Union as such office may be known from time to time.
- 2.1.9 "**good cause**" in relation to the removal of a person from an office of Court or from membership of Court means cause by reason of one or more of the following:
- (a) conviction for an offence rendering the person unfit for the execution of the duties of the office or for Court membership;
 - (b) improper conduct, incompatible with the duties of the office or Court membership;
 - (c) conduct constituting persistent refusal, neglect or inability (whether mental or physical) to perform the duties or comply with the conditions of office or Court membership.
- 2.1.10 "**Independent Trustees**", "**Nominated Trustees**", "**Alumni Association Trustee**", "**University Trustees**", "**Academic Trustees**", "**Professional Services Trustees**" and "**Student Trustees**" shall have the meanings given to them in the Statutes.
- 2.1.11 "**Nominations Committee**" means the Nominations Committee of the Board of Trustees from time to time or such other committee with the functions of nominating candidates for appointment to the Board of Trustees as the Board of Trustees may from time to time establish.
- 2.1.12 "**Objects**" means the charitable educational objects of the University set out in Article 4.
- 2.1.13 "**Officers**" means the persons for the time being holding such positions in the University as may be determined as "offices" of the University by the Board of Trustees from time to time.
- 2.1.14 "**Ordinances**" means Ordinances made by the Board of Trustees under the Charter and Statutes.
- 2.1.15 "**Special Resolution**" means a resolution passed at a meeting of the Board of Trustees by a majority of not less than two thirds of the Trustees present and voting, and convened in accordance with the arrangements set out in the Ordinances.
- 2.1.16 "**Staff**" means all persons for the time being employed by the University.
- 2.1.17 "**Statutes**" means statutes made by the Board of Trustees under the Charter (and in this Charter and the Statutes, Ordinances and Academic Regulations, references to a "**Statute**" mean a clause of the Statutes).
- 2.1.18 "**Students**" means persons for the time being registered by the University to pursue any course of study at the University.
- 2.1.19 "**Students' Union**" means an association of the generality of Students whose principal purposes include promoting the general interests of its members as students and which is approved by the Board of Trustees as the students' union of the University.
- 2.1.20 "**University**" means The University of Bristol.
- 2.1.21 "**Visitor**" means the Visitor of the University appointed in accordance with Article 3.

- 2.2 Words defined in this Charter shall have the same meaning in the Statutes, Ordinances and Academic Regulations unless the context indicates otherwise.
- 2.3 In case of inconsistency the provisions of this Charter shall take precedence over those of the Statutes, Ordinances and Academic Regulations, the provisions of the Statutes shall take precedence over those of the Ordinances and Academic Regulations and the provisions of the Ordinances shall take precedence over those of the Academic Regulations.
- 2.4 The headings used in this Charter and in the Statutes, Ordinances and Academic Regulations are provided for reference only and are not intended to have legal effect.

3 Visitor

- 3.1 There shall be a Visitor of the University who shall be appointed by the Privy Council, on the nomination of the Board of Trustees, from those who hold or who have held high judicial office. The provisions in relation to the Visitor shall be as provided by Ordinance.

4 Objects

- 4.1 The Objects of the University are to advance education, learning and research for the public benefit.

5 Powers of the University

Subject to the Charter and Statutes, the University shall have all the powers of a natural person to do anything within the law which promotes or helps to promote the Objects including, but not limited to, power:

- 5.1 In relation to teaching and research:
- 5.1.1 to provide programmes of study or instruction;
 - 5.1.2 to admit persons to programmes of study on the basis of their qualifications and experience;
 - 5.1.3 to set the level of fees in respect of programmes and to require payment of such fees;
 - 5.1.4 to prescribe and administer examinations and other forms of assessment;
 - 5.1.5 to promote or carry out research and disseminate knowledge; and
 - 5.1.6 within the law applicable to charities, to promote or support Students or Staff in promoting the practical or commercial application of the results of study or research.
- 5.2 In relation to the award of degrees and other distinctions:
- 5.2.1 to grant and confer degrees and other academic distinctions, including those awarded jointly with other institutions, to and on persons who shall have pursued an approved course of study in or under the auspices of the University and shall have passed the examinations in or approved by the University;
 - 5.2.2 to confer degrees on any persons who hold office in the University as Professor, Reader, Lecturer or otherwise or who have carried on independent research in the University;
 - 5.2.3 to grant diplomas, certificates and other academic distinctions to persons who have pursued a course of study approved by the University;

- 5.2.4 to confer honorary degrees or other distinctions on persons approved by the University;
- 5.2.5 to withdraw or revoke any degree, diploma, certificates or other distinction granted or conferred by the University;

provided that all degrees and other distinctions shall be conferred, held and withdrawn subject to and in accordance with any provisions prescribed by Academic Regulations and/or Ordinances; and
- 5.2.6 to institute and award fellowships, scholarships, exhibitions, bursaries and prizes.
- 5.3 In relation to other institutions:
 - 5.3.1 to affiliate with other institutions, or branches or departments of other institutions;
 - 5.3.2 to cooperate and collaborate with other institutions and individuals;
 - 5.3.3 to merge with, incorporate into the University or take over the property, rights, liabilities and staff of any other institution; and
 - 5.3.4 to transfer the assets and liabilities of the University to another institution with objects within, the same or similar to the Objects.
- 5.4 In relation to the provision of goods and services, within the limits applicable to a charity:
 - 5.4.1 to exploit for the University's benefit any asset, facility or resource of the University, including through the practical or commercial application of the results of study or research, whether alone or with someone else;
 - 5.4.2 to sell books and other learning resources, intellectual property and other goods and services consistent with the Charter;
 - 5.4.3 to print, reproduce and publish research and other works initiated by the University, or to provide for their printing, reproduction and publication; and
 - 5.4.4 to provide, develop and procure the development of accommodation for the residence of Students and Staff.
- 5.5 In relation to the transaction of University business, where relevant within the limits applicable to a charity:
 - 5.5.1 to enter into contracts;
 - 5.5.2 to acquire, hold, own, maintain, manage, dispose of and deal with property;
 - 5.5.3 to invest and delegate management of investments;
 - 5.5.4 to give guarantees;
 - 5.5.5 to borrow and raise funds;
 - 5.5.6 to enter into any financial instrument ancillary or incidental to the exercise of the University's powers;
 - 5.5.7 to give security for loans, grants and other obligations over the assets of the University;

- 5.5.8 to act as trustee or manager of any charitable or other funds, endowments or trusts (including, for the avoidance of doubt, as trustee of the University's endowment funds under the University of Bristol Acts 1960 and 1974);
 - 5.5.9 to establish, support, acquire or participate in joint ventures, associates and subsidiary companies;
 - 5.5.10 to accept and manage public funds in line with any applicable conditions of grant, best practice and regulatory obligations; and
 - 5.5.11 to direct the use of the University seal.
- 5.6 To do anything else necessary or convenient, whether incidental to these powers or not, to promote the Objects (whether directly or indirectly) including purposes ancillary to the Objects which may properly be promoted by the University.

6 Board of Trustees

- 6.1 There shall be a Board of Trustees of the University. The Board of Trustees shall be the supreme governing body and board of charity trustees of the University and shall act in a way that promotes the University's interests with ultimate responsibility for the management and conduct of all its affairs. The Board of Trustees shall exercise all of the powers of the University, including power to direct the use of the University seal.

7 Court

- 7.1 There shall be a Court whose members shall be kept informed by the Board of Trustees about the University's strategic aims, ambitions and initiatives and who will have the opportunity to provide comments, advice and other support to the Board of Trustees at the annual meeting of Court in accordance with the Statutes.
- 7.2 The Board of Trustees shall submit a report to each annual meeting of the Court, including a report on any changes to the Charter, Statutes and Ordinances made in the preceding academic year that, in the opinion of the Board of Trustees, relate directly to the Court, the Alumni Association and/or the Students' Union.
- 7.3 Statutes shall define the constitution of the Court and regulate the election and continuation in office of its members, the filling of vacancies among the members and all other matters relative to the Court which it may be thought are proper to be so regulated. Subject to the Charter and Statutes, the Court may determine all matters relating to the appointment and election of its members and their respective periods or terms of office and all other matters relating to the constitution of the Court.
- 7.4 Statutes provided for by Article 7.3 above shall be made or amended by the Board of Trustees only with the consent of the Court, except that, if the Court at two consecutive annual meetings withholds its consent to an identical proposal by the Board of Trustees to make or amend such a Statute, the Board of Trustees may at its next meeting make or amend the Statute accordingly notwithstanding that the Court shall have withheld its consent.

8 Senate

- 8.1 There shall be a Senate of the University which shall have delegated authority from the Board of Trustees for overseeing the teaching and research provided and carried out by the University and which shall have such other powers as may be conferred upon Senate by Statute or Ordinance, including the power to make Academic Regulations.

8.2 Subject to Article 8.1 and the Statutes, the composition, powers and functions of Senate shall be as defined by Ordinance.

9 Students' Union

9.1 There shall be a Students' Union of the University which shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Trustees.

10 Alumni Association

10.1 There shall be an Alumni Association of the University, whose composition and functions shall be as prescribed by Ordinance.

11 Members of the University

11.1 There shall be a group of members of the University whose identity shall be as prescribed by Ordinance.

12 Chancellor

12.1 There shall be a Chancellor of the University who shall be the honorary head of the University, the president of Court and of the Alumni Association and shall have the power to confer degrees.

12.2 The Chancellor shall be elected by Court on the nomination of the Board of Trustees and shall hold office for a maximum period of ten years, unless Court determines otherwise by a resolution considered as a separate agenda item at a properly constituted meeting of Court and passed by a majority of those present and voting.

12.3 The Chancellor may resign at any time by a letter sent to Court through the Secretary.

12.4 The Chancellor may be removed for good cause by the Visitor at the instance of Court.

13 Pro-Chancellors

13.1 There shall be a Pro-Chancellor or Pro-Chancellors of the University. A Pro-Chancellor may in the absence of the Chancellor or pending a vacancy in the office of Chancellor exercise the functions of Chancellor except the conferring of degrees and may preside at meetings of Court.

13.2 The Pro-Chancellors shall be elected by Court on the nomination of the Board of Trustees and shall hold office for three year terms, subject to a maximum of two such terms, unless Court determines otherwise by a resolution considered as a separate agenda item at a properly constituted meeting of Court and passed by a majority of those present and voting.

13.3 A Pro-Chancellor may resign at any time by a letter sent to Court through the Secretary.

13.4 A Pro-Chancellor may be removed for good cause by the Visitor at the instance of Court.

14 Chair of Board of Trustees

14.1 The Chair of the Board of Trustees shall be appointed by the Board of Trustees from among the Independent Trustees. The role of the Chair and provisions in relation to the appointment and removal of the Chair shall be prescribed by Ordinance.

15 Vice-Chancellor

15.1 There shall be a Vice-Chancellor of the University, who shall be the chief executive officer and principal academic officer of the University and the ex-officio chair of Senate.

15.2 In the absence of the Chancellor, the Vice-Chancellor may confer degrees and may delegate the power to confer degrees to other Officers.

16 Amendments to the Charter

16.1 The Board of Trustees may at any time add to, amend, or revoke the Charter by Special Resolution. Such addition, amendment, or revocation shall only become effective when approved by Us, Our Heirs or Successors in Council. A certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence of such approval. This Article shall apply to the Charter as added to, amended, or revoked in this manner.

17 Statutes

17.1 Subject to the provisions of the Charter, Statutes shall prescribe:

17.1.1 the constitution and main proceedings of the Board of Trustees;

17.1.2 the constitution, powers and main proceedings of Court; and

17.1.3 such other provisions as the Board of Trustees may see fit in connection with the governance of the University or for the promotion of the Objects.

17.2 The Statutes may direct that any of the matters prescribed or regulated by Statute as authorised or directed in the Charter shall be further prescribed or regulated by Ordinance, by Academic Regulation, or by any decision made or any other document approved by the Board of Trustees.

17.3 The Board of Trustees may, at any time, by Special Resolution, make Statutes 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 and provided that any Statutes provided for in Article 7.3 shall be made or amended by the Board of Trustees only with the consent of the Court, subject to Article 7.4. Any addition, amendment or revocation of the Statutes shall only become effective when approved by the Privy Council. A certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence of such approval. This Article shall apply to the Statutes as made, added to, amended, or revoked in this manner.

18 Ordinances

18.1 Subject to the provisions of the Charter and the Statutes the Board of Trustees may make, add to, amend or revoke such Ordinances as the Board of Trustees may see fit in connection with the governance of the University or for the promotion of the Objects, and shall stipulate when such Ordinances come into effect; provided that no Ordinances shall be inconsistent with the provisions of the Charter or Statutes; and provided that any Ordinance relating to courses of study, degrees, certificates diplomas and other academic awards or distinctions, affiliation of colleges and recognition of teachers may be made only with the consent of Senate. This Article shall apply to the Ordinances as made, added to, amended, or revoked in this manner.

19 Freedoms and protections within the University

19.1 Academic staff 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.

19.2 The University will comply with its legal obligations to ensure that freedom of expression within the law is secured.

20 **Property and assets**

20.1 The property and funds of the University shall be used only for promoting the Objects and the University shall not make any dividend, gift, division or bonus in money to the members of the University in their capacity as members of the University.

21 **Construction**

21.1 The Charter shall always be construed benevolently and most favourably to the University and the promotion of the Objects.