

Registered number: 4464432

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

COURTAULD INSTITUTE OF ART

1. **NAME**

The name of the Company is the "COURTAULD INSTITUTE OF ART" (the "Courtauld").

2. **REGISTERED OFFICE**

The registered office of the Courtauld will be situated in England and Wales.

3. **OBJECTS**

The exclusively charitable objects for which the Courtauld is established are to advance education, including research and appreciation of art, for the public benefit and in particular:

- 3.1 to advance the study of the history of art and the study and practice of the conservation of works of art;
- 3.2 to study, conduct research in, promote and develop any art or science including the publication of results, papers, reports or other material in connection with or arising out of such research; and
- 3.3 to advance education in the arts through public access to collections, exhibitions and displays including by the establishment and maintenance of The Courtauld Gallery.

4. **POWERS**

In furtherance of the above charitable objects the Courtauld shall have the following powers:

- 4.1 to provide courses of higher education and other courses of an educational nature for students at all levels;

- 4.2 to curate, acquire, display and conserve works of art, alone or in conjunction with any other body;
- 4.3 to apply for, petition for, or promote any Act of Parliament, Royal Charter or other authority for the furtherance of the objects of the Courtauld;
- 4.4 to acquire, own, maintain, manage and dispose of land and other property;
- 4.5 to solicit, receive and accept fees, grants, financial assistance, donations, endowments, gifts (both *inter vivos* and testamentary) and loans whether land or personal property or any other sources of income;
- 4.6 to raise funds and in connection with the raising of such funds to give security, and for those purposes Courtauld shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such power;
- 4.7 to invest;
- 4.8 to give guarantees;
- 4.9 to act as a trustee or manager for and in relation to endowments, legacies or gifts;
- 4.10 to:-
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of Courtauld to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.12 to co-operate, collaborate or enter into any arrangement with any other institution, individual or other body and to exchange information and advice with them;
- 4.13 to establish or acquire subsidiary undertakings;
- 4.14 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

- 4.15 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other institution;
- 4.16 to transfer the assets and liabilities of the Courtauld to any other institutions with objects, the same as or similar to the objects of Courtauld;
- 4.17 to provide for the discipline of staff, students and other persons using any of the facilities of the Courtauld and to regulate such use in such manner as the Courtauld may think fit;
- 4.18 to make and publish regulations and procedures for the government and conduct of the Courtauld and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- 4.19 to insure any member of the Governing Board against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.20 to do all such other lawful things as are incidental or conducive to the attainment or furtherance of the above objects or any of them.

5. **APPLICATION OF INCOME AND PROPERTY**

The income and property of the Courtauld shall be applied solely towards the promotion of its objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Courtauld and no member of the board of directors of the Courtauld (the “**Governing Board**”) shall be appointed to any office of the Courtauld remunerated by salary or fees or receive any remuneration or other benefit in money or money's worth from the Courtauld PROVIDED THAT nothing in this document shall prevent any payment in good faith by the Courtauld:

- 5.1 of reasonable and proper remuneration for any services rendered to or on behalf of the Courtauld by any member, officer or servant of the Courtauld who is not a member of the Governing Board or by any professor, reader or teacher of the University of London or any visiting or other professional staff who is not a member of the Governing Board;
- 5.2 of interest on money lent by any member of the Courtauld or Governing Board at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Governing Board;

- 5.3 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Courtauld or of the Governing Board may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.4 of reasonable and proper rent for property demised or let by any member of the Courtauld or Governing Board;
- 5.5 to any member of the Governing Board of reasonable out of pocket expenses;
- 5.6 of reasonable remuneration to any member of the Governing Board in respect of his/her employment by the Courtauld, provision of professional services to the Courtauld or the giving of lectures to or on behalf of the Courtauld notwithstanding that she/he is a member of the Governing Board PROVIDED THAT:
- (a) a member of the Governing Board withdraws from any part of a meeting at which his/her appointment, remuneration or other terms of employment or the appointment or the remuneration or other terms of employment of any other employee or employees which might affect the member of the Governing Board is being discussed; and
 - (b) the majority of the members of the Governing Board do not receive remuneration in respect of employment by the Courtauld;
- 5.7 of indemnity insurance premiums pursuant to Clause 4.19.

6. LIMITED LIABILITY

The liability of the members of the Courtauld is limited.

7. CONTRIBUTION OF ASSETS TO THE COURTAULD

Every member of the Courtauld undertakes to contribute to the assets of the Courtauld in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Courtauld contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.

8. SURPLUS ASSETS

If upon the winding up or dissolution of the Courtauld there remains, after the satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Courtauld but, subject to any trusts affecting the same or any part thereof, shall be given or transferred to some other

charitable institution or institutions which have objects similar to the objects of the Courtauld, and which do not permit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Courtauld under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Courtauld at or before the time of dissolution, and insofar as effect cannot be given to the aforesaid provision, then to some other charitable object.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Registered number: 4464432

THE COMPANIES ACT 2006 (AS AMENDED)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COURTAULD INSTITUTE OF ART

Adopted by Special Resolution on 14 July 2026

1. **INTERPRETATION**

1.1 In these Articles, unless the context otherwise requires:

Academic Board means the academic board of the Courtauld established in accordance with Article 16;

Academic Staff means the persons employed by the Courtauld who have the title of Professor, Reader, Senior Lecturer or Lecturer or are appointed to any other post designated by the Governing Board as a post on the academic staff of the Courtauld;

Articles means the articles of association of the Courtauld;

Act means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

Chair means the chair of the Governing Board appointed by the Governing Board pursuant to Article 4.2;

Clear Days in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

the Courtauld Gallery means the museum and art gallery situated at the Courtauld Institute of Art;

Courtauld or Company means the company called Courtauld Institute of Art;

Deputy Chair	means the deputy chair of the Governing Board appointed by the Governing Board pursuant to <u>Article 4.3</u> ;
Director	means the Director of the Courtauld for the time being, who is the academic and administrative head of the Courtauld;
Governing Board	means the body exercising all the functions of and being, for the purposes of the Act and the Articles, the board of directors of the Courtauld;
Governor	means a director of the Courtauld and a charity trustee for the purposes of the Charities Act 2011;
Independent Governors	means the Governors holding office under <u>Article 4.1(c)</u> (Appointed Governors) together with the ex-officio Governor holding office under <u>Article 4.1(a)(ii)</u> (the J.Paul Getty Trust Governor);
Member	means a member of the Courtauld;
Memorandum	means the memorandum of association of the Courtauld;
Secretary	means the secretary of the Courtauld or any other person appointed to perform the duties of the secretary of the Courtauld including a joint, assistant or deputy secretary;
Staff	means persons employed by the Courtauld;
Student	means a person enrolled on an undergraduate or post-graduate course of study at the Courtauld; and
Students' Union	means the students' union of the Courtauld.

1.2 Unless the context otherwise requires:

- (a) words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Courtauld; and
- (b) words denoting the singular include the plural and vice versa; words denoting any gender include all genders; words denoting persons include firms and corporations and vice versa.

2. MEMBERS

- 2.1 The Members of the Courtauld shall be the members of the Governing Board from time to time.
- 2.2 Membership is personal to the individual Member, shall not be transferable, and shall cease on death.
- 2.3 Membership terminates automatically if a Member ceases to be a Governor.
- 2.4 A Member will be deemed to have resigned if the Member does not respond positively within 7 days to at least two consecutive notices served at least one month apart to the Member's last known address to confirm if that Member wishes to continue to be a member.
- 2.5 Members may at any time by ordinary resolution at a general meeting duly convened in accordance with the Articles to remove a Governor.
- 2.6 The Governing Board may at any time, by giving at least 14 Clear Days' notice in writing, request any Member whom the Governing Board considers to have acted in a way which is detrimental to the interests of the Courtauld to resign membership, and the Member shall be treated as having resigned on the expiry of such notice PROVIDED THAT no such notice shall be given except pursuant to a resolution of the Governing Board passed at a meeting specially convened to consider the case and at which the Member concerned has been given adequate opportunity to attend and be heard.
- 2.7 The total number of Members shall not exceed 50 at any time.
- 2.8 Honorary appointments made by the Governing Board shall not confer membership of the Courtauld.

3. GENERAL MEETINGS

- 3.1 The Governors in their capacity as Members are entitled to attend general meetings.
- 3.2 General meetings are called on at least 14 Clear Days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) at least 14 Clear Days' written notice setting out the terms of the proposed special resolution.
- 3.3 There is a quorum at a general meeting if the number of Members present is at least 7, the majority of which shall be Independent Governors (in their capacity as Members).
- 3.4 Every Member present has one vote on each issue.

3.5 A general meeting may be called by the Governors at any time and must be called within 21 days of a written request from the Governors (being Members) representing at least 95% of the Membership.

3.6 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or in writing.

4. **GOVERNING BOARD**

4.1 The composition of the Governing Board shall be as follows:

(a) Ex Officio Governors :

- (i) The Director;
- (ii) The President of The J. Paul Getty Trust or another person appointed by the J. Paul Getty Trustees;
- (iii) The Chair of the Samuel Courtauld Trust or another independent member appointed by and from the committee of management of the Samuel Courtauld Trust; and
- (iv) The President of the Students' Union;

(b) Elected Governors:

- (i) 3 persons elected by and from the Academic Staff in accordance with regulations made by the Governing Board; and
- (ii) 1 person elected from the staff of the Courtauld Gallery in accordance with regulations made by the Governing Board;
- (iii) 2 persons elected by and from staff other than the Academic Staff in accordance with regulations made by the Governing Board; and

(c) Up to 12 Appointed Governors, being such persons appointed by the Governing Board who are not members of Staff or Students.

4.2 The Governing Board shall elect a Chair who shall be elected by the Governing Board from among the Governors appointed under Article 4.1(c).

4.3 The Governing Body shall elect a Deputy Chair who shall be elected by the Governing Body from among the Governors appointed under Article 4.1(c).

- 4.4 An *ex officio* Governor shall vacate office upon ceasing to hold the appointment by virtue of which such Governor was an *ex officio* Governor, but shall be eligible for appointment in another category. In the event that an *ex officio* Governor ceases to hold the appointment by virtue of which he was an *ex officio* Governor, his replacement, if he consents, shall be appointed by the Governing Board as an *ex officio* Governor.
- 4.5 Subject to regulations made by the Governing Board which shall provide for existing Governors to be appointed on terms of office prescribed by an earlier version of these Articles, a Governor elected under article 4.1(b) shall hold office for an initial fixed term of four years and thereafter shall be eligible for re-election for a further term of four years.
- 4.6 Subject to regulations made by the Governing Board which shall provide for existing Governors to be appointed on terms of office prescribed by an earlier version of these Articles, a Governor appointed under Article 4.1(c) shall hold office for an initial fixed term of four years and thereafter shall be eligible for reappointment for a further term of four years. An Appointed Governor shall not normally hold office for more than two consecutive terms, other than in exceptional circumstances as determined by the Governing Board. A final term of a length to be determined may be permitted subject to a resolution passed by a 75% majority of those present at a meeting, of which at least 5 Clear Days' notice in writing has been given.
- 4.7 Subject to article 4.6, Governors elected to the roles of Chair and Deputy Chair of the Governing Board are eligible for re-election to those roles aligned with their term of office as a Governor.
- 4.8 In the event of a casual vacancy occurring amongst the membership of the Governing Board, a replacement Governor shall be elected or appointed (as the case may be) in accordance with Article 4.1(b) or (c) as appropriate.
- 4.9 Within 7 days of being notified of the results of an election held pursuant to Article 4.1(b), the Governing Board shall procure the appointment as Governors of the persons so elected.
- 4.10 The office of a Governor shall be vacated if:
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors;
 - (b) he becomes incapable by reason of mental disorder, illness or injury of managing his property and affairs;
 - (c) he resigns office by written notice to the Courtauld;
 - (d) he is requested to resign by a resolution of the Governing Board passed by a 90% majority of the members thereof present at a meeting, of which at least 5 Clear Days' notice in

writing indicating the intention to propose such resolution shall have been given members of the Governing Board;

- (e) in the case of an *ex officio* Governor, he ceases to hold the office by virtue of which he is an *ex officio* Governor; or
- (f) he ceases to be a director by virtue of any provision of the Act or is disqualified under section 178 of the Charities Act 2011 from acting as a charity trustee or he is otherwise prohibited by law from being a director or charity trustee.

5. POWERS OF GOVERNING BOARD

5.1 Subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution, the business of the Courtauld shall be managed by the Governing Board which may exercise all the powers of the Courtauld save for the powers conferred on the Members by the Act or by any other provision of these Articles, provided that the Governing Board shall not make any decision on any question of educational policy until after the Academic Board shall have had an opportunity of expressing an opinion thereon and the Governing Board shall have considered any opinion so expressed. No alteration of the Memorandum or Articles and no direction given by special resolution shall invalidate any prior act of the Governors that would have been valid if that alteration had not been made or that direction had not been given.

5.2 The powers given by this Article are not limited by any special power given to the Governing Board by the Articles and a meeting of the Governing Board at which a quorum is present may exercise all the powers exercisable by the Governing Board.

6. DELEGATION OF GOVERNING BOARD'S POWERS

6.1 Subject to Article 6.2, the Governing Board may delegate any of its powers:

- (a) to any committee comprising:
 - (i) at least 1 Governor under Article 4.1(c);
 - (ii) at least 1 Governor under Article 4.1(a)(ii) or 4.1(a)(iii); and
 - (iii) at least 1 Governor under Article 4.1(a)(i) or Article 4.1(b),

together with any other persons as the Governing Board may select; or otherwise

- (b) to a committee comprising such Governors together with any other persons as a meeting of the Governing Board may unanimously resolve;

- (c) any delegation to a committee so made may be subject to any conditions the Governing Board may impose, and may be revoked or altered.

6.2 The Governing Board shall not delegate the following powers:

- (a) the appointment of such committees as the Governing Board may from time to time consider appropriate;
- (b) the appointment of Governors in accordance with Article 4;
- (c) the appointment of the Director;
- (d) the approval of the audited annual accounts of the Courtauld;
and
- (e) the appointment of external auditors in accordance with section 489(3) of the Act.

6.3 The proceedings of any committee are governed by the Articles regulating the proceedings of the Governors so far as they are capable of applying.

7. PROCEEDINGS OF THE GOVERNING BOARD

7.1 The Governing Board may regulate its proceedings as it thinks fit.

7.2 Questions arising at any meeting shall be determined by a majority of votes, but in case of an equality of votes the Chair shall have a second and casting vote.

7.3 The Chair or any three members of the Governing Board may, and the Secretary at the request of the Chair or any three members of the Governing Board shall, at any time call a meeting of the Governing Board.

7.4 The quorum for the transaction of the business of the Governing Board shall be 7 Governors, the majority of which shall be Independent Governors.

7.5 The continuing Governors or a sole continuing Governor may act notwithstanding any vacancies in their number, but if the number of members of the Governing Board is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of calling a general meeting.

7.6 All acts done by any meeting of the Governing Board, or of any committee of the Governing Board, or by any person acting as a member of the Governing Board shall, notwithstanding it be afterwards discovered that there was a defect in the appointment of any such member of the Governing Board or person, or that any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Governing Board

or such committee and had been entitled to vote.

7.7 A meeting of the Governing Board may be held either in person, by telephone or by suitable electronic means agreed by the Governors in which all participants may communicate with all the other participants.

7.8

(a) A resolution in writing signed and dated by all of the members of the Governing Board entitled to vote on it is as valid and effectual as if it had been passed at a meeting of the Governing Board duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed and dated by one or more of the members of the Governing Board. The resolution is to be treated as passed at the date of the last signature.

(b) A document or documents signed and dated in accordance with this Article may be evidenced by facsimile transmission thereof.

7.9 If a question arises as to the right of a Governor to vote, the question must be referred to the Chair of the meeting and his ruling in relation to any Governor other than himself is final and conclusive. In relation to the Chair of the meeting, the question must be decided by resolution of the other Governors.

8. GOVERNORS' INTERESTS

8.1 Subject to the provisions of the Act, and provided that he has disclosed to the Courtauld the nature and extent of any material interest of him, a Governor notwithstanding his office:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Courtauld or in which the Courtauld is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Courtauld or in which the Courtauld is interested; and

(c) shall not, by reason of his office, be accountable to the Courtauld for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

8.2 For the purposes of Article 8.1:

(a) a general notice given to the Courtauld that a Governor is to be registered as having an interest of the nature and to the extent specified in the notice in any transaction or

arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Governor has an interest in any such transaction of the nature and to the extent so specified PROVIDED THAT the Governor concerned reminds the Governing Board thereof at the meeting of the Governing Board at which a resolution is put to consider any relevant transaction or arrangement;

- (b) an interest of which a Governor has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of that Governor; and
- (c) any Governor who is in any way, whether directly or indirectly, interested other than as a Governor in any contract, transaction or arrangement, or any proposed contract, transaction or arrangement with the Courtauld must declare the nature of his interest at a meeting of the Governing Board.

9. **SECRETARY**

Subject to the provisions of the Act, the Secretary of the Courtauld shall be appointed on the authority of the Governing Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

10. **MINUTES**

The Governing Board shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Company, and of the Governing Board, and of committees of the Governing Board, including the names of Governors and or Members present at each such meeting.

11. **THE SEAL**

The Seal shall not be affixed to any instrument except by the authority of a resolution by the Governing Board and in the presence of a member of the Governing Board, or such other person as the Governing Board may appoint for the purpose, and of the Secretary or such other person as the Governing Board may appoint for the purpose. That member of the Governing Board or other person as aforesaid and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed as aforesaid.

12. **NOTICES**

- 12.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Courtauld.
- 12.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

- 12.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (b) 2 Clear Days after being sent by first class post to that address;
 - (c) 3 Clear Days after being sent by second class or overseas post to that address;
 - (d) on the date of publication of a newspaper containing the notice;
 - (e) on being handed to the Member personally; or, if earlier
 - (f) as soon as the Member acknowledges actual receipt;
- 12.4 A technical defect in the giving of notice of which the Governing Board is unaware at the time does not invalidate decisions taken at a meeting.

13. **DISSOLUTION**

On the winding-up or dissolution of the Courtauld, the provisions of Clause 7 of the Memorandum shall have effect as if repeated in these Articles.

14. **INDEMNITY**

Subject to the provisions of the Act but without prejudice to any indemnity to which a director might otherwise be entitled, every Governor or other officer or auditor of the Courtauld shall be indemnified out of the assets of the Courtauld against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty of trust in relation to affairs of the Courtauld, subject to him taking all reasonable steps to effect any alternative right of recovery.

15. **THE DIRECTOR**

- 15.1 The Governing Board shall appoint a Director of the Courtauld on such terms and conditions of employment as it shall think fit.
- 15.2 The Director shall be the academic and administrative head of the Courtauld and shall be responsible for the organization, direction and management of the Courtauld and the leadership of the Staff in accordance with the policy of the Governing Board.

16. **ACADEMIC BOARD**

- 16.1 There shall be an Academic Board which shall consist of the following persons:
- (a) the Director, who shall be Chair of the Academic Board;
 - (b) all members of the Academic Staff;
 - (c) the Head of the Courtauld Gallery;
 - (d) the President of the Students' Union, and 1 other Student elected by and from the Students for the time being, that Student to be a postgraduate if the President is an undergraduate Student, and *vice versa*; and
 - (e) not less than 2 and not more than 6 other members to be co-opted by the Academic Board, subject to the agreement of the Governing Board.
- 16.2 The period of appointment of members of the Academic Board and the selection or election arrangements shall be set out in regulations made by the Governing Board.
- 16.3 Subject to the responsibilities of the Governing Board and of the Director, the Academic Board shall be responsible for the following matters, having regard at all times to the educational character and objectives of the Courtauld as determined by the Governing Board:
- (a) matters relating to the teaching, courses, scholarship and research of the Courtauld, including the criteria for the admission of Students; the appointment and removal of internal and external examiners; policies and procedures for the examination and assessment of the academic performance of Students; the content of the curriculum; the quality of courses, academic standards and the validation and review of courses; provisions relating to the expulsion of students for academic reasons;
 - (b) considering the development of the academic activities of the Courtauld and the resources needed for them and advising the Director and the Governing Board thereon; and
 - (c) such other matters as the Governing Board or the Director may assign to the Academic Board from time to time.
- 16.4 No member of the Academic Board shall be deemed to be a Governor for the purposes of the Act by virtue solely of such membership of the Academic Board.

17. **ACADEMIC STAFF ANNEX**

The provisions of the Academic Staff Annex to these Articles shall apply to the Academic Staff.

18. **STUDENTS' UNION**

The Governing Board shall make arrangements for the establishment of a Students' Union in accordance with a constitution approved by the Governing Board.

19. **CONDUCT OF STUDENTS**

The Governing Board shall by regulation establish a code of student discipline which shall provide for the hearing of complaints of breaches of discipline by Students, and for rights of appeal where appropriate and the penalties that may be imposed, including termination of registration. Such code shall in particular provide that any Student subject to disciplinary proceedings shall be entitled (a) to receive adequate notice of the details of the charge or charges against him and the date on which any hearing is to be held, and (b) at any hearing to be present and to be represented, to give evidence and otherwise to be heard, to have access to all relevant documents to be submitted to the hearing and to call and examine or cross-examine witnesses.

20. **ACCOUNTS**

Accounts shall be prepared in accordance with the provisions of the Act and of the Charities Act 2011.

ACADEMIC STAFF ANNEX

Words used in this Annex shall have the same meaning as in the Articles, except where otherwise indicated

PART I: CONSTRUCTION, APPLICATION AND INTERPRETATION

Construction

1. This Annex and any Regulation made under this Annex shall be construed in every case to give effect to the following guiding principles, that is to say:
 - (a) to ensure that academic staff 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;
 - (b) to enable the Courtauld to provide education, promote learning and engage in research efficiently and economically; and
 - (c) to apply the principles of justice and fairness.

Reasonableness of decisions

2. No provision in Part II or Part III shall enable the body or person having the duty to reach a decision under the relevant Part to dismiss any member of the academic staff unless the reason for the member's dismissal may in the circumstances (including the size and administrative resources of the Courtauld) reasonably be treated as a sufficient reason for dismissing the member.

Application

3. (1) This Annex shall apply
 - (a) to the Academic Staff;
 - (b) to the Director to the extent and in the manner set out in Part VII.
- (2) In this Annex any reference to "academic staff" is a reference to persons to whom this Annex applies.

Interpretation

Meaning of "dismissal"

4. In this Annex "dismiss" and "dismissal" mean dismissal of a member of the academic staff and

- (a) include remove or, as the case may be, removal from office; and
- (b) in relation to employment under a contract, shall be construed in accordance with section 55 of the Employment Protection (Consolidation) Act 1978.

Meaning of "good cause"

5. (1) For the purposes of this Annex "good cause" in relation to the dismissal or removal from office or place of a member of the academic staff, being in any case a reason which is related to conduct or to capability or qualifications for performing work of the kind which the member of the academic staff concerned was appointed or employed to do, means

- (a) conviction for an offence which may be deemed by a Tribunal appointed under Part III to be such as to render the person convicted unfit for the execution of the duties of the office or employment as a member of the academic staff; or
- (b) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or employment; or
- (c) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office; or
- (d) physical or mental incapacity established under Part IV.

(2) In this paragraph

- (a) "capability", in relation to such a member, means capability assessed by reference to skill, aptitude, health or any other physical or mental quality; and
- (b) "qualifications", in relation to such a member, means any degree, diploma or other academic, technical or professional qualification relevant to the office or position held by that member.

Meaning of "redundancy"

6. For the purposes of this Annex dismissal shall be taken to be a dismissal by reason of redundancy if it is attributable wholly or mainly to
- (a) the fact that the Courtauld has ceased, or intends to cease, to carry on the activity for the purposes of which the member of the academic staff concerned was appointed or employed by the

Courtauld, or has ceased, or intends to cease, to carry on that activity in the place in which the member concerned worked; or

- (b) the fact that the requirements of that activity for members of the academic staff to carry out work of a particular kind, or for members of the academic staff to carry out work of a particular kind in that place, have ceased or diminished or are expected to cease or diminish.

Incidental, transitional and supplementary matters

- 7. (1) In any case of conflict, the provisions of this Annex shall prevail over those of any other provisions of the Articles, and over those of any Regulations, and the provisions of any Regulation made under this Annex shall prevail over those of any other Regulation:

Provided that Part III and VII of this Annex shall not apply in relation to anything done or omitted to be done before 31st March 1993.

- (2) Nothing in any appointment made, or contract entered into, shall be construed as over-riding or excluding any provision made by this Annex concerning the dismissal of a member of the academic staff by reason of redundancy or for good cause:

Provided that nothing in this sub-paragraph shall prevent waivers made under section 142 of the Employment Protection (Consolidation) Act 1978 from having effect.

- (3) Nothing in any other Articles or in any Regulation made thereunder shall authorise or require any person to sit as a member of any Committee, Tribunal or body appointed under this Annex or to be present when any such Committee, Tribunal or body is meeting to arrive at its decision or for the purpose of discussing any point of procedure.

PART II: REDUNDANCY

Purpose of Part II

- 8. This Part enables the Governing Board, as the appropriate body, to dismiss any member of the academic staff by reason of redundancy.

Exclusion from Part II of persons appointed or promoted before 20th November 1987

- 9. (I) Nothing in this Part shall prejudice, alter or affect any rights, powers or duties of the Courtauld or apply in relation to a person unless

- (a) the person's appointment is made, or the person's contract of employment is entered into, on or after 20th November 1987; or
 - (b) the person is promoted on or after that date.
- (2) 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.

The Appropriate Body

10. (1) The Governing Board shall be the appropriate body for the purposes of this Part.
- (2) This paragraph applies where the appropriate body has decided that it is desirable that there should be a reduction in the academic staff
- (a) of the Courtauld as a whole; or
 - (b) of any department or other area of the Courtauld.
- by way of redundancy.
11. (1) Where the appropriate body has reached a decision under paragraph 10(2) it shall appoint a Redundancy Committee to be constituted in accordance with sub-paragraph (3) of this paragraph to give effect to its decision by such date as it may specify and for that purpose
- (a) to select and recommend the requisite members of the academic staff for dismissal by reason of redundancy; and
 - (b) to report their recommendations to the appropriate body.
- (2) The appropriate body shall either approve any selection recommendation made under sub-paragraph (1), or shall remit it to the Redundancy Committee for further consideration in accordance with its further directions.
- (3) A Redundancy Committee appointed by the appropriate body shall comprise -
- (a) a Chairman; and
 - (b) two members of the Governing Board, not being persons employed by the Courtauld; and

- (c) two members of the academic staff nominated by the Academic Board.

Notices of intended dismissal

12. (1) Where the appropriate body has approved a selection recommendation made under paragraph 11(1) it may authorise an officer of the Courtauld as its delegate to dismiss any member of the academic staff so selected.
- (2) Each member of the academic staff selected shall be given separate notice of the selection approved by the appropriate body.
- (3) Each separate notice shall sufficiently identify the circumstances which have satisfied the appropriate body that the intended dismissal is reasonable and in particular shall include -
 - (a) a summary of the action taken by the appropriate body under this Part;
 - (b) an account of the selection processes used by the Redundancy Committee;
 - (c) a reference to the rights of the person notified to appeal against the notice and to the time within which any such appeal is to be lodged under Part V (Appeals); and
 - (d) a statement as to when the intended dismissal is to take effect.

PART III: DISCIPLINE, DISMISSAL AND REMOVAL FROM OFFICE

Disciplinary procedures

13. (1) Minor faults shall be dealt with informally.
- (2) Where the matter is more serious but falls short of constituting possible good cause for dismissal the following procedure shall be used -

Stage 1 - Oral Warning

If conduct or performance does not meet acceptable standards the member of the academic staff will normally be given a formal ORAL WARNING. The member will be advised of the reason for the warning, that it is the first stage of the disciplinary procedure and of the right of appeal under this paragraph. A brief note of the oral warning will be kept but it will be spent after 12 months, subject to satisfactory conduct and performance.

Stage 2 - Written Warning

If the offence is a serious one, or if a further offence occurs, a WRITTEN WARNING will be given to the member of the academic staff by the Head of Department (or, if there is no Head of Department, other person designated by the Governing Board). This will give details of the complaint, the improvement required and the timescale. It will warn that a complaint may be made to the Secretary seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 if there is no satisfactory improvement and will advise of the right of appeal under this paragraph. A copy of this written warning will be kept by the Head of Department (or the other person designated by the Governing Board) but it will be disregarded for disciplinary purposes after 2 years subject to satisfactory conduct and performance.

Stage 3 - Appeals

A member of the academic staff who wishes to appeal against a disciplinary warning shall inform the Secretary within two weeks. The Deputy Director, (or, if there is no Deputy Director, another person designated by the Governing Board) shall hear all such appeals and the Deputy Director's decision shall be final.

Preliminary examination of serious disciplinary matters

14. (1) If there has been no satisfactory improvement following a written warning given under Stage 2 of the procedure in paragraph 13, or in any other case where it is alleged that conduct or performance may constitute good cause for dismissal or removal from office, a complaint seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 may be made to the Secretary who shall bring it to the attention of the Director.
- (2) To enable the Director to deal fairly with any complaint brought to the Director's attention under sub-paragraph (1) Director shall institute such investigations or enquiries (if any) as appear to the Director to be necessary.
- (3) If it appears to the Director that a complaint brought to the Director's attention under sub-paragraph (1) relates to conduct or performance which does not meet acceptable standards but for which no written warning has been given under paragraph 13 or which relates to a particular alleged infringement of rules, regulations or byelaws for which a standard penalty is normally imposed in the Courtauld, or is trivial or invalid the Director may dismiss it summarily, or decide not to proceed further under this Part.

- (4) If the Director does not dispose of a complaint under sub-paragraph (3) the Director shall treat the complaint as disclosing a sufficient reason for proceeding further under this Part and, if the Director sees fit, the Director may suspend the member on full pay pending a final decision.
- (5) Where the Director proceeds further under this Part the Director shall write to the member of the academic staff concerned inviting comment in writing.
- (6) As soon as may be following receipt of the comments (if any) the Director shall consider the matter in the light of all the material then available and may -
 - (a) dismiss it; or
 - (b) refer it for consideration under paragraph 13; or
 - (c) personally deal with it informally if it appears to the Director appropriate to do so and if the member of the academic staff agrees in writing that the matter should be dealt with in that way; or
 - (d) direct the Secretary to prefer a charge or charges to be considered by a Tribunal to be appointed under paragraph 16.
- (7) If no comment is received within 28 days the Director may proceed as aforesaid as if the member concerned had denied the substance and validity of the alleged case in its entirety.

Institution of charges

- 15. (1) In any case where the Director has directed that a charge or charges be preferred under paragraph 14(6)(d), the Director shall request the Governing Board to appoint a Tribunal under paragraph 16 to hear the charge or charges and to determine whether the conduct or performance of the member of the academic staff concerned constitutes good cause for dismissal or otherwise constitutes a serious complaint relating to the member's appointment or employment.
- (2) Where the Governing Board has been requested to appoint a Tribunal under clause 16 the Secretary or, if the Secretary is unable to act, another officer appointed by the Director shall take charge of the proceedings.
- (3) The officer in charge of the proceedings shall formulate, or arrange for the formulation of, the charge or charges and shall present, or arrange for the presentation of, the charge or charges before the Tribunal.

- (4) It shall be the duty of the officer in charge of the proceedings
 - (a) to forward the charge or charges to the Tribunal and to the member of the academic staff concerned together with the other documents therein specified, and
 - (b) to make any necessary administrative arrangements for the summoning of witnesses, the production of documents and generally for the proper presentation of the case before the Tribunal.

The Tribunal

16. A Tribunal appointed by the Governing Board shall comprise:

- (a) a Chairman; and
- (b) one member of the Governing Board, not being a person employed by the Courtauld; and
- (c) one member of the academic staff nominated by the Academic Board:

Provided that in any case where the member of the academic staff concerned is a Professor or Reader of the University, the Tribunal shall include, in addition to the members referred to under subparagraphs (b) and (c), two members nominated by the University, not being persons employed by the Courtauld.

Provisions concerning Tribunal procedure

- 17. (1) The procedure to be followed in respect of the preparation, hearing and determination of charges by a Tribunal shall be that set out in Regulations made under this paragraph.
- (2) Without prejudice to the generality of the foregoing such Regulations shall ensure -
 - (a) that the member of the academic staff concerned is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of charges by a Tribunal;
 - (b) that a charge shall not be determined without an oral hearing at which the member of the academic staff concerned and any person appointed by the member of the academic staff to represent the member of the academic staff are entitled to be present;

- (c) that the member of the academic staff and any person representing the staff member may call witnesses and may question witnesses upon the evidence on which the case against the member of the academic staff is based; and
- (d) that full and sufficient provision is made for
 - (i) postponements, adjournments, dismissal of the charge or charges for want of prosecution, remission of the charge or charges to the Director for further consideration and for the correction of accidental errors; and
 - (ii) appropriate time limits for each stage (including the hearing) to the intent that any charge thereunder shall be heard and determined by a Tribunal as expeditiously as reasonably practicable.

Notification of Tribunal decisions

- 18. (1) A Tribunal shall send its decision on any charge referred to it (together with its findings of fact and the reasons for its decision regarding that charge and its recommendations, if any, as to the appropriate penalty) to the Director and to each party to the proceedings.
- (2) A Tribunal shall draw attention to the period of time within which any appeal should be made by ensuring that a copy of Part V (Appeals) accompanies each copy of its decision sent to a party to the proceedings under this paragraph.

Powers of the appropriate officer where charges are upheld by Tribunal

- 19. (1) Where the charge or charges are upheld and the Tribunal finds good cause and recommends dismissal or removal from office, but in no other case, the appropriate officer shall decide whether or not to dismiss the member of the academic staff concerned.
- (2) In any case where the charge or charges are upheld, other than where the appropriate officer has decided under sub-paragraph (1) to dismiss the member of the academic staff concerned, the action available to the appropriate officer (not comprising a greater penalty than that recommended by the Tribunal) may be -
 - (a) to discuss the issues raised with the member concerned; or
 - (b) to advise the member concerned about that member's future conduct; or
 - (c) to warn the member concerned; or

- (d) to suspend the member concerned for such period as the appropriate officer shall think fair and reasonable, not to exceed 3 months after the Tribunal's decision; or
- (e) any combination of any of the above or such further or other action under the member's contract of employment or terms of appointment as appears fair and reasonable in all the circumstances of the case.

Appropriate Officers

- 20. (1) The Director shall be the appropriate officer to exercise the powers conferred by paragraph 19 and any reference to the appropriate officer includes a reference to a delegate of that officer.
- (2) Any action taken by the appropriate officer shall be confirmed in writing.

PART IV: REMOVAL FOR INCAPACITY ON MEDICAL GROUNDS

- 21. (1) This Part makes separate provision for the assessment of incapacity on medical grounds as a good cause for dismissal or removal from office.
 - (2) In this Part references to medical grounds are references to capability assessed by reference to health or any other physical or mental quality.
 - (3) In this Part references to the appropriate officer are references to the Director or an officer acting as the Director's delegate to perform the relevant act.
 - (4) References to the member of the academic staff include, in cases where the nature of the alleged disability so requires, a responsible relative or friend in addition to (or instead of) that member.
- 22. (1) Where it appears that the removal of a member of the academic staff on medical grounds would be justified, the appropriate officer -
 - (a) shall inform the member accordingly; and
 - (b) shall notify the member in writing that it is proposed to make an application to the member's doctor for a medical report and shall seek the member's consent in writing in accordance with the requirements of the Access to Medical Reports Act 1988.
 - (2) If the member shares that view the Courtauld shall meet the reasonable costs of any medical opinion required.

- (3) If the member does not share that view the appropriate officer shall refer the case in confidence, with any supporting medical and other evidence (including any medical evidence submitted by the member), to a Board comprising one person nominated by the Governing Board; one person nominated by the member concerned or, in default of the latter nomination, by the Academic Board; and a medically qualified chairman jointly agreed by the Governing Board and the member or, in default of agreement, to be nominated by the President of the Royal College of Physicians.
- (4) The Board may require the member concerned to undergo medical examination at the Courtauld's expense.

Termination of employment

23. If the Board determines that the member shall be required to retire on medical grounds, the appropriate officer shall direct the Secretary or the Secretary's delegate to terminate the employment of the member concerned on those medical grounds.

PART V: APPEALS

Purpose of Part V

24. This Part establishes procedures for hearing and determining appeals by members of the academic staff who are dismissed or under notice of dismissal or who are otherwise disciplined.

Application and interpretation of Part V

25. (1) This Part applies -
 - (a) to appeals against the decisions of the Governing Board as the appropriate body (or of a delegate of that body) to dismiss in the exercise of its powers under Part II;
 - (b) to appeals arising in any proceedings, or out of any decision reached, under Part III other than appeals under paragraph 13 (Appeals against disciplinary warnings);
 - (c) to appeals against dismissal otherwise than in pursuance of Part II or Part III;
 - (d) to appeals against discipline otherwise than in pursuance of Part III; and
 - (e) to appeals against decisions reached under Part IVand "appeal" and "appellant" shall be construed accordingly.

- (2) No appeal shall however lie against -
 - (a) a decision of the appropriate body under paragraph 10(2);
 - (b) the findings of fact of a Tribunal under paragraph 18(1) save where, with the consent of the person or persons hearing the appeal, fresh evidence is called on behalf of the appellant at that hearing;
 - (c) any finding by a Board set up under paragraph 22(3).
- (3) In this Part references to "the person appointed" are references to the person appointed by the Governing Board under paragraph 28 to hear and determine the relevant appeal.
- (4) The parties to an appeal shall be the appellant and the Secretary and any other person added as a party at the direction of the person appointed.

Institution of appeals

- 26. A member of the academic staff shall institute an appeal by serving on the Secretary, within the time allowed under paragraph 27, notice in writing setting out the grounds of the appeal.

Time for appealing and notices of appeal

- 27. (1) A notice of appeal shall be served within 28 days of the date on which the document recording the decision appealed from was sent to the appellant or such longer period, if any, as the person appointed may determine under sub-paragraph (3).
- (2) The Secretary shall bring any notice of appeal received (and the date when it was served) to the attention of the Governing Board and shall inform the appellant that the Secretary has done so.
- (3) Where the notice of appeal was served on the Secretary outside the 28 day period the person appointed under paragraph 28 shall not permit the appeal to proceed unless the Secretary considers that justice and fairness so require in the circumstances of the case.

Persons appointed to hear and determine appeals

- 28. (1) Where an appeal is instituted under this Part the Governing Board shall appoint a person described in sub-paragraph (2) to hear and determine that appeal.
- (2) The persons described in this sub-paragraph are persons not employed by the Courtauld holding, or having held, judicial office or being barristers or solicitors of at least ten years' standing.

- (3) Subject to sub-paragraph (5), the person appointed shall sit alone unless the person considers that justice and fairness will best be served by sitting with two other persons.
- (4) The other persons who may sit with the person appointed shall be -
 - (a) one member of the Governing Board not being a person employed by the Courtauld; and
 - (b) one member of the academic staff nominated by the Academic Board.
- (5) In the case of an appeal against a decision taken under paragraph 19 to dismiss a member of the academic staff who a Professor or Reader of the University the person appointed shall sit with -
 - (a) a member of the Governing Board not being a person employed by the Courtauld; and
 - (b) a member of the academic staff nominated by the Academic Board; and
 - (c) two persons nominated by the University of London not being persons employed by the Courtauld.

Provisions concerning appeal procedures and powers

29. (1) The procedure to be followed in respect of the preparation, consolidation, hearing and determination of appeals shall be that set out in Regulations made under this paragraph.
- (2) Without prejudice to the generality of the foregoing such Regulations shall ensure -
- (a) that an appellant is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of the appellant's appeal;
 - (b) that an appeal shall not be determined without an oral hearing at which the appellant, and any person appointed by the appellant to represent the appellant are entitled to be present and, with the consent of the person or persons hearing the appeal, to call witnesses;
 - (c) that full and sufficient provision is made for postponements, adjournments, dismissal of the appeal for want of prosecution and for the correction of accidental errors; and

- (d) that the person appointed may set appropriate time limits for each stage (including the hearing itself) to the intent that any appeal shall be heard and determined as expeditiously as reasonably practicable.
- (3) The person or persons hearing the appeal may allow or dismiss an appeal in whole or in part and, without prejudice to the foregoing, may -
- (a) remit an appeal from a decision under Part II to the Governing Board as the appropriate body (or any issue arising in the course of such an appeal) for further consideration as the person or persons hearing the appeal may direct; or
 - (b) remit an appeal arising under Part III for rehearing by a differently constituted Tribunal to be appointed under that Part; or
 - (c) remit an appeal from a decision of the appropriate officer under Part IV for further consideration as the person or persons hearing the appeal may direct; or
 - (d) substitute any lesser alternative penalty that would have been open to the appropriate officer following the finding by the Tribunal which heard and pronounced upon the original charge or charges.

Notification of decisions

30. The person appointed shall send the reasoned decision, including any decision reached in exercise of that person's powers under paragraph 29(3)(a), (b) or (c), on any appeal together with any findings of fact different from those come to by the Governing Board as the appropriate body under Part II or by the Tribunal under Part III, as the case may be, to the Director and to the parties to the appeal.

PART VI: GRIEVANCE PROCEDURES

Purpose of Part VI

31. The aim of this Part is to settle or redress individual grievances promptly, fairly and so far as may be, within the department or other relevant area by methods acceptable to all parties.

Application

32. The grievances to which this Part applies are ones by members of the academic staff concerning their appointments or employment where those grievances relate -

- (a) to matters affecting themselves as individuals; or
- (b) to matters affecting their personal dealings or relationships with other staff of the Courtauld,

not being matters for which express provision is made elsewhere in this Annex.

Exclusions and Informal Procedures

33. (1) If other remedies within the, department or other relevant area have been exhausted the member of the academic staff may raise the matter with the Head of Department, or other relevant area (or, if there is no Head, other person designated by the Governing Board).
- (2) If the member of the academic staff is dissatisfied with the result of an approach under sub-paragraph (1) or if the grievance directly concerns the Head of the department or other relevant area (or other person designated by the Governing Board, the member may apply in writing to the Director for redress of the grievance.
- (3) If it appears to the Director that the matter has been finally determined under Part III, IV or V or that the grievance is trivial or invalid, the Director may dismiss it summarily, or take no action upon it. If it so appears to the Director, the Director shall inform the member and the Grievance Committee accordingly.
- (4) If the Director is satisfied that the subject matter of the grievance could properly be considered with (or form the whole or any part of)
 - (a) a complaint under Part III;
 - (b) a determination under Part IV; or
 - (c) an appeal under Part V

the Director shall defer action upon it under this Part until the relevant complaint, determination or appeal has been heard or the time for instituting it has passed and the Director shall notify the member and the Grievance Committee accordingly.

- (5) If the Director does not reject the complaint under sub-paragraph (3) or if the Director does not defer action upon it under sub-paragraph (4) the Director shall decide whether it would be appropriate, having regard to the interests of justice and fairness, for the Director to seek to dispose of it informally. If the Director so decides the Director shall notify the member and proceed accordingly.

Grievance Committee Procedure

34. If the grievance has not been disposed of informally under paragraph 33(5), the Director shall refer the matter to the Grievance Committee for consideration.
35. The Grievance Committee to be appointed by the Governing Board shall comprise
 - (a) a Chairman; and
 - (b) one member of the Governing Board not being a person employed by the Courtauld; and
 - (c) one member of the academic staff nominated by the Academic Board.

Procedure in connection with determinations; and right to representation

36. The procedure in connection with the consideration and determination of grievances shall be determined in Regulations in such a way as to ensure that the aggrieved person and any person against whom the grievance lies shall have the right to be heard at a hearing and to be accompanied by a friend or representative.

Notification of decisions

37. The Committee shall inform the Governing Board whether the grievance is or is not well-founded and if it is well-founded the Committee shall make such proposals for the redress of the grievance as it sees fit.

PART VII: PROVISIONS AS TO THE DIRECTOR

1. The Governing Board may request the Chairman of the Governing Board to remove the Director from office for good cause in accordance with the procedure described in this sub-annex.
 - (1) A complaint seeking the removal from office of the Director for good cause may be made by not less than three persons being members of the Governing Board to the Chairman of the Governing Board.
 - (2) If it appears to the Chairman of the Governing Board, on the material before the Chairman that the complaint raises a *prima facie* case and that this could, if proved, constitute good cause for dismissal or removal from office the Chairman shall request the Governing Board to appoint a Tribunal to hear and determine the matter.

- (3) If it appears to the Chairman of the Governing Board that a complaint made to the Chairman under sub-paragraph (1) does not raise a *prima facie* case or is trivial or invalid, the Chairman may recommend to the Governing Board that no further action be taken upon it.
 - (4) When the Council has appointed a Tribunal under sub-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 Tribunal.
 - (5) A Tribunal appointed by the Governing Board shall comprise:
 - (a) an independent Chairman; and
 - (b) one member of the Governing Board not being a person employed by the Courtauld; and
 - (c) one member of the academic staff.
 - (6) Subject to the principles of justice and fairness the Tribunal may determine its own procedure.
 - (7) The Tribunal 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 Chairman of the Governing Board and to the Director drawing attention to the period of time within which any appeal should be made.
 - (8) Persons appointed to hear such an appeal shall be persons independent of the Courtauld holding, or having held, judicial office or being barristers or solicitors of at least 10 years' standing and the person so appointed shall, subject to the principles of justice and fairness, determine the procedure to be adopted in hearing the appeal.
 - (9) A person appointed shall send the reasoned decision on the appeal, together with any findings of fact different from those come to by the Tribunal and recommendations, if any, as to the appropriate penalty, to the Director and to the Chairman of the Governing Board.
 - (10) Where a charge or charges have been upheld by the Tribunal and not dismissed on appeal, the Chairman of the Governing Board shall decide whether or not to dismiss the Director.
2. Where a complaint is to be referred to a Tribunal under this Part, the Chairman of the Governing Board may suspend the Director from his

duties and may exclude the Director from the precincts of the Courtauld without loss of salary and benefits.

3. "Good cause" in this sub-annex has the same meaning as in paragraph 5 of this Annex.
4. For the purpose of the removal of the Director for incapacity on medical grounds, Part IV shall have effect subject to the following modifications:-
 - (a) for references to a member of the academic staff there shall be substituted references to the Director;
 - (b) for any reference to the office of Director there shall be substituted a reference to the office of Chairman of the Governing Board;
 - (c) for paragraph 23 there shall be substituted -

"23. If the Board determines that the Director should be required to retire on medical grounds, it shall ask the Chairman of the Governing Board, as the appropriate officer, to decide whether or not to terminate the appointment of the Director on those medical grounds."

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
COURTAULD INSTITUTE OF ART