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STATUTORY INSTRUMENTS

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**1993 No. 556**

The Glasgow Caledonian University  
(Scotland) Order of Council 1993

PART V

MEMBERSHIP OF THE UNIVERSITY COURT

**Membership of the University Court**

**8.—(1)** The membership shall consist of ordinary members comprising appointed, ex officio and staff governors. The University Court may co-opt up to a maximum of five additional members subject to article 9.

*(2) Appointed governors*

- (a) The appointed governor membership shall consist of not less than nine and not more than thirteen members and shall be persons who have experience of, and have shown capacity in, industrial, commercial or employment matters or in the practice of any profession.
- (b) The Secretary of State shall be the appointing authority for the first appointment of appointed governors to be made under sub-paragraph (a) and he shall determine, subject to the limits stated in sub-paragraph (a), the number of governors to be appointed thereunder, shall make appointments accordingly and shall determine the respective term of office of each governor so appointed.
- (c) Following the Secretary of State's determination of the number of appointed governors and his appointments under sub-paragraph (b), the ordinary membership shall thereafter be the appointing authority for appointed governors and shall determine, subject to the limits stated in sub-paragraph (a), the number of governors so appointed.
- (d) Appointed governors shall be appointed to serve initially for such a term of office not exceeding four years as the appointing authority shall specify subject to article 11(5).
- (e) The appointed governor membership shall remain in overall majority in the University Court.

*(3) Governors ex officiis*

The following shall be governors ex officiis:

- (a) the Principal and Vice-Chancellor referred to in article 22;
- (b) the Vice-Principals referred to in article 23 provided that their numbers shall not exceed two. In the event of there being more than two Vice-Principals, the Principal and Vice-Chancellor shall from time to time, nominate the two Vice-Principals to serve on the Court; and
- (c) the President of the Students' Association.

*(4) Staff governors*

- (a) Three staff governors shall be appointed as follows:

- (i) one staff governor shall be elected by the Senate from among the members of full-time academic staff who are members of the Senate;
  - (ii) one staff governor shall be elected by the full-time academic staff from among the members of such staff; and
  - (iii) one staff governor shall be elected by the full-time non-academic staff from among the members of such staff.
- (b) The University Court shall, after consultation with the members of the Senate, the full-time members of academic staff and the full-time members of non-academic staff, as appropriate, make rules for the conduct of elections for the appointment of governors under sub-paragraphs (a), (b) and (c) and may revoke and replace or vary such rules or introduce further rules after due consultation.
- (c) The University Court shall be responsible for the holding and conduct of elections for the appointment of governors under sub-paragraphs (i), (ii) and (iii).

### **Co-opted membership**

9.—(1) The University Court shall, subject to paragraph (2), co-opt up to five persons to serve as governors, which co-opted membership shall include:

- (a) at least one person having experience of local government; and
- (b) at least one person having experience in the provision of education.

(2) The requirement in paragraph (1) to co-opt persons shall only apply to the extent that such experience of local government and experience in the provision of education is not already available to the University Court from governors appointed under article 8(2).

(3) The University Court may co-opt more than two governors only if upon such co-option the governors appointed under article 8(2) remain in overall majority in the University Court.

(4) A co-opted governor shall have the full rights of a governor to vote on all matters except those concerning the appointment or co-option of governors.

(5) A co-opted governor shall serve for such a term of office as is determined by the University Court subject to article 11(3) and article 11(5)(a).

### **Appointment of Chairman and Vice-Chairman**

10.—(1) The University Court shall appoint a Chairman and a Vice-Chairman from among the governors appointed under article 8(2).

(2) The following provisions shall apply to any Chairman or Vice-Chairman appointed under paragraph (1):

- (a) the office of Chairman shall be held for such period as may be determined by the University Court;
  - (b) the Chairman may be removed from office by resolution of the University Court; and
  - (c) the Chairman shall cease to hold office if deemed to have vacated office as a governor under article 14.
- (a) (3) (a) The Chairman shall preside at meetings of the University Court and the Vice-Chairman shall preside in the absence of the Chairman.
- (b) In the absence of both the Chairman and the Vice-Chairman, the University Court may appoint a Chairman from among the governors appointed under article 8(2) to preside at any meeting.
- (c) The Chairman shall have an additional or casting vote when there is an equality of votes.

### **Period of office of governors**

**11.**—(1) Any governor *ex officio* specified in article 8(3) shall hold the office of such a governor for the duration of his tenure of the office by virtue of which he is such a governor subject to article 8(3)(b).

(2) Any governor appointed under article 8(2) or elected under article 8(4) or co-opted under article 9 may be further appointed, elected or co-opted on expiry of his term of office, if he is still eligible in accordance with this Order and his appointment is not precluded by paragraph (3).

(3) A person shall not be appointed, elected or co-opted where the intended term of office, if aggregated with any previous terms of office, would cause him to serve for more than 12 years as a governor.

(4) For the purpose of paragraph (3), a term of office shall include any term of office as a governor, whether taken by appointment under article 8(2) or election under article 8(4) or co-option under article 9, or otherwise, but not any term of office served *ex officio*.

(5) The University Court shall make rules for the duration of the terms of office of governors appointed under article 8(2) or elected under article 8(4) or co-opted under article 9, which rules may be revoked and replaced, or varied, by further rules made by the University Court.

Provided that:

- (a) no governor shall be appointed, elected or co-opted for a term of office of more than 4 years;
- (b) no variation or revocation of rules for the duration of the terms of office of governors shall have effect so as to vary or terminate the period of office of any person who is a governor at the time when said variation or revocation takes effect; and
- (c) such rules shall not apply to the first term of office of governors appointed by the Secretary of State in accordance with article 8(2)(b).

### **Age limit for governors**

**12.** A person who has attained the age of 70 years shall not thereafter be eligible to take office:

Provided that nothing in this article shall prohibit a person who attains the said age during a term of office as a governor from continuing as a governor until the expiry of that term.

### **Ineligibility of staff to be governors**

**13.** A person shall be ineligible to be appointed or co-opted as a governor or, where appropriate, to remain in office as a governor other than in the case of a governor *ex officio* appointed in accordance with article 8(3) or a governor elected in accordance with article 8(4), if he is a member of the staff of the University.

### **Vacation of office of governor**

**14.** A governor shall be deemed to have vacated his office as a governor and the University Court shall declare his place vacant, in any of the following circumstances:

- (a) where he intimates in writing to the University Court his resignation as a governor;
- (b) where his estate is sequestrated or a bankruptcy order is made against him or he has granted a trust deed for, or entered into an arrangement with his creditors;
- (c) where, in the opinion of the University Court, he becomes unable to carry out his duties as a governor by reason of physical or mental illness;

- (d) where he has failed to attend any meetings of the University Court or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the University Court;
- (e) in the case of a staff governor whose election falls to be made under article 8(4) either from among the members of the Senate or from the full-time academic or non-academic staff of the university, when he ceases to be a member of the Senate or the full-time academic or non-academic staff, as the case may be; and
- (f) where in accordance with article 13 he becomes ineligible to remain in office as a governor.

**Filling of vacancies**

15.—(1) Where the place of a governor who has been appointed to the office of governor under article 8(2) has been declared vacant under article 14, or where such a governor has died, the ordinary membership may appoint a governor to fill the vacancy.

(2) Where the place of a governor who has been elected to the office of governor under article 8(4) has been declared vacant under article 14 or where such a governor has died:

- (a) in the case of a governor elected under article 8(4)(a)(i) the governing body shall intimate the vacancy to the Senate who shall elect a governor to fill the vacancy in accordance with article 8(4) and the relevant rules made under it; and
- (b) in the case of a governor elected under article 8(4)(a)(ii) or (iii) an election shall be held to fill the vacancy in accordance with article 8(4) and the relevant rules made under it.

(3) Where the place of a governor who has been co-opted to the office of governor under article 9 has been declared vacant under article 14, or where such a governor has died, the University Court may, if it so wishes, co-opt a governor to fill the vacancy.

**Proceedings of the University Court**

16.—(1) The University Court shall hold at least four ordinary meetings in each academic year and shall draw up a scheme of standing orders to regulate the conduct of business, the transmission of agenda and minutes, and the rules for calling meetings.

(2) Any deed or other writing (whether or not sealed with the corporate seal) if bearing to be signed on behalf of the University Court by two persons one of whom is from group (i) and the other of whom is from group (ii) below being:

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Group (i)	Governors appointed under article 8(2) The Principal and Vice-Chancellor The Vice-Principals serving as governors ex officii in accordance with article 8(3)(b);
Group (ii)	The Secretary to the University Court or such other officers who shall be from time to time authorised in that behalf by the University Court,

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whether or not before witnesses, shall be held, unless the contrary is proved, to be validly executed on behalf of the University Court.

### **Reserved areas of business**

17. Where any meeting of the University Court or of any committee of the University Court, as the case may be, is to consider any of the following matters, that is to say, the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of the staff of the University, any governor who is a governor *ex officio* by virtue of holding office as President of the Students' Association in the University, in accordance with article 8(3), and any governor co-opted under article 9 who is a full-time student in the University, shall withdraw from the meeting, or that part of the meeting, as the case may be, at which any of the said matters are to be considered, unless invited to remain by virtue of a resolution of the other members of the University Court or committee thereof, as the case may be, present at the meeting.

### **Validity of proceedings of University Court**

18. No failure or defect in the appointment, election or co-option of any governor and no vacancy in the office of governor shall prevent the University Court from acting in the execution of its functions, nor shall any act or proceeding of the University Court or of any committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or co-option of any one or more governors.

### **Governors as Delegates**

19. No governor may be bound when speaking or voting at meetings of the University Court by mandates given by others except when acting under approved arrangements as a proxy for another member of the University Court.

### **Appointment of committees**

20.—(1) The University Court may appoint such committees of its own number as it thinks fit, and may appoint, as additional members of any committee, persons, not being governors, whom it considers to be specially fitted to assist the work of the committee.

(2) The University Court may, except where contrary provision is made elsewhere in this Order, delegate such of its functions as it considers expedient to any committee appointed under paragraph (1).