
STATUTORY INSTRUMENTS

1995 No. 471

The Edinburgh College of Art (Scotland) Order of Council 1995

PART V

**ADMINISTRATION OF MEETINGS AND
OTHER ADMINISTRATIVE ARRANGEMENTS**

Meetings

33.—(1) The Board of Governors shall hold at least three ordinary meetings in the year at such places and times as they may from time to time determine.

(2) Notice of every meeting shall be delivered or sent by post to each Governor by the Secretary four days or such other period as the Board of Governors may appoint before the meeting.

Special meetings

34. The Chairman or any five of the Governors may for any cause which seems to him or them sufficient require the Secretary at any time to summon a special meeting by a notice in writing delivered or sent by post to each of the Governors which shall specify the business to be brought before the meeting and it shall not be competent to transact any other business thereat:

Provided that if any such meeting is summoned at shorter notice than that required for any ordinary meeting a resolution or motion carried thereat shall not take effect unless it is voted for by a majority of the Governors then in office or is confirmed by a subsequent meeting of which not less than four days' notice is given.

Voting at meetings

35.—(1) At meetings of the Board of Governors all questions shall be determined by a majority of those present and voting or, where paragraph (3) applies, by a majority of those voting either in person or by proxy.

(2) The voting at a meeting shall be by a vote of hands, except where a motion of a secret ballot has been carried when two tellers shall be appointed by the Chairman.

(3) In respect of the following matters a Governor may vote either in person or by proxy appointed in accordance with the provisions of this article—

- (a) the election of the Chairman;
- (b) the appointment of the Principal; and
- (c) any question where—
 - (i) the Board of Governors have at a previous meeting determined that because of the importance of the question proxy voting should be permitted; and
 - (ii) notice of the terms of the question and of the decision to allow proxy voting on it is delivered or posted to each Governor not less than seven days before the meeting.

(4) Only a Governor may be appointed to be a proxy.

(5) An instrument appointing a proxy shall be in writing executed by the appointer and shall be deposited with the Secretary before the commencement of the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote as a proxy.

(6) A vote given by proxy shall be valid notwithstanding revocation of the authority of the proxy, unless notice in writing of the revocation was received by the Secretary before the commencement of the meeting.

(7) Any instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Board of Governors may approve):—

“The Edinburgh College of Art

I, (name and address), a Governor of the above mentioned College, hereby appoint (name and address), a Governor of that College, or failing him (name and address), a Governor of that College, to vote for me and on my behalf at the meeting of the Board of Governors to be held on (date) and at any adjournment thereof upon any question in respect of which proxy voting is competent.

(Add instructions as to voting if desired, specifying questions and how the proxy is to vote, or if he is to abstain from voting, upon them.)

Unless otherwise instructed, the proxy may vote as he thinks fit, or abstain from voting.

Signed on 19 .”.

Quorum

36. At all meetings of the Board of Governors nine shall be a quorum.

Adjournment of meeting

37. If at any time appointed for a meeting a sufficient number of Governors to form a quorum is not present the Governors present may, or if the business at any meeting be not completed the Governors present shall, adjourn the meeting to such day or time as they may fix of which notice shall be given in such manner as the Board of Governors may from time to time appoint.

Casting vote of Chairman

38. The Chairman shall not vote on any question unless there is an equal number of votes, when he shall have a casting vote.

Minutes of meetings

39. The Board of Governors shall keep a minute book and minutes of all their proceedings shall be entered therein.

Power to make regulations

40.—(1) The Board of Governors may make such regulations or standing orders as they may think fit for the regulation of their affairs or the management of the College in so far as the same are not inconsistent with the provisions of this Order and may alter or repeal the same provided that such regulations or standing orders shall be approved, altered or repealed by a resolution carried at a meeting of which a minimum of seven days' notice is given and affirmed at a meeting held with notice as aforesaid not less than fourteen days thereafter.

(2) Without prejudice to the generality of paragraph (1) the Board of Governors may by such regulations or standing orders provide for the closure of debate and for the suspension by resolution of the Board of Governors for the remainder of the sitting of any Governor disregarding the authority of the Chairman of any meeting or being guilty of obstruction or offensive conduct at any meeting.

Execution of deeds

41. All deeds and other writings sealed with the common seal of the Board of Governors and signed by two of the Governors and the Secretary shall be held to be validly executed on behalf of the Board of Governors whether attested by witnesses or not.

Reserved areas of business

42. Where any meeting of the Board of Governors or of any committee of the Board of Governors, 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 College, any Governor who is a Governor *ex officio* by virtue of holding office as President of the Students' Representative Council in the College, in accordance with article 4(1)(b), and any Governor co-opted under article 5 who is a full-time student in the College, 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 Board of Governors or committee thereof, as the case may be, present at the meeting.

Validity of proceedings of Board of Governors

43. No failure or defect in the appointment or co-option of any Governor and no vacancy in the office of Governor shall prevent the Board of Governors from acting in the execution of its functions, nor shall any act or proceeding of the Board of Governors 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.

Discharge of functions by the Principal

44.—(1) The Board of Governors shall make arrangements to secure that such of their functions as are specified in paragraph (2) shall be discharged on their behalf by the Principal.

(2) In pursuance of arrangements made under paragraph (1) the Principal shall discharge the functions of the Board of Governors (other than those delegated to the Academic Council by virtue of article 45(3) of this Order) relating to the organisation and management of the College and to the discipline therein, including such powers with regard to the appointment, suspension or dismissal of staff as the Board of Governors think fit.

(3) In discharging the functions specified in paragraph (2), the Principal shall be subject to the general control and direction of the Board of Governors but otherwise the Principal shall have all the powers and duties of the Board of Governors in relation to those functions.

Academic Council

45.—(1) Subject to paragraph (2), the Board of Governors shall appoint, and maintain by further appointment, an Academic Council in the manner specified in Part I of Schedule 1.

(2) The proceedings of the Academic Council shall be regulated in accordance with Part II of Schedule 1.

(3) The Board of Governors shall delegate to the Academic Council the following of its functions—

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- (a) the functions of the Board of Governors relating to the overall planning, co-ordination, development and supervision of the academic work of the College; and
- (b) such other functions of the Board of Governors as may be assigned to the Academic Council by the Board of Governors:

Provided that the functions specified in this paragraph shall be discharged by the Academic Council subject to the general control and direction of the Board of Governors.

(4) In discharging the functions specified in paragraph (3), the Academic Council shall have all the powers and duties of the Board of Governors in relation to those functions and shall have the power to make any recommendations to the Board of Governors on such matters relating to those functions as the Academic Council may think fit.

(5) The Board of Governors shall make arrangements to secure that the Academic Council shall discharge the functions imposed on them by or under paragraph (3).