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STATUTORY INSTRUMENTS

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**1996 No. 120 (S. 8)**

**EDUCATION, SCOTLAND**

**The Glasgow School of Art (Scotland) Order of Council 1996**

*Made* - - - - 22nd January 1996

*Laid before Parliament* 24th January 1996

*Coming into force* - - 14th February 1996

At the Council Chamber, Whitehall, the 22nd day of January 1996

By the Lords of Her Majesty's Most Honourable Privy Council

Their Lordships, in exercise of the powers conferred upon Them by sections 45 and 60 of the Further and Higher Education (Scotland) Act 1992(1) and all other powers enabling Them in that behalf, are pleased to order, and it is hereby ordered, as follows:

**PART I**

**CITATION, COMMENCEMENT AND INTERPRETATION**

**Citation and commencement**

1. This Order may be cited as The Glasgow School of Art (Scotland) Order of Council 1996 and shall come into force on 14th February 1996.

**Interpretation**

2.—(1) In this Order, unless the context otherwise requires, the following expressions have the meanings respectively assigned to them:

“academic council” means the body of persons appointed in accordance with article 16;

“Director” means the Director or any person authorised, whether for the purposes of this Order or otherwise, for the time being to act as Director, as the case may be, of the institution and “Deputy-Director” shall be construed accordingly;

“the institution” means The Glasgow School of Art being an institution designated under section 44 of the Act;

“the Act” means the Further and Higher Education (Scotland) Act 1992;

“the 1988 Regulations” means the Central Institutions (Scotland) Regulations 1988(2).

(2) In this Order, unless the context otherwise requires, any reference to a numbered article, Part or Schedule shall be construed as a reference to the article, Part or Schedule, as the case may be, which bears that number in this Order, and any reference to a numbered paragraph in an article of, or Schedule to, the Order is to be construed as a reference to the paragraph bearing that number in that article or, as the case may be, that Schedule.

## PART II

### THE GOVERNORS

3.—(1) The Governors shall be composed of—

- (a) governors of a number determined in accordance with paragraph (2), being not less than 11 and not more than 19, who shall be appointed by the Governors, subject to a requirement that at least one of the governors so appointed shall have experience in local government and one shall have experience in the provision of education and the remaining governors shall have experience in industrial, commercial or employment matters or the practice of any profession;
- (b) the Director of the institution, the Deputy-Director of the institution and the Convenor of the Students' Association in the institution, as governors *ex officio*; and
- (c) staff governors appointed as follows—
  - (i) one who shall be appointed by the academic council from among the members of the full-time academic staff of the institution who are members of the academic council;
  - (ii) one who shall be elected by the full-time academic staff of the institution from among such staff; and
  - (iii) one who shall be elected by the full-time non-academic staff of the institution from among such staff.

(2) The Governors shall from time to time by resolution determine, subject to the limits stated in paragraph (1)(a), the number of governors to be appointed under that paragraph.

(3) A resolution under paragraph (2) shall not have effect so as to terminate the appointment of any person who is a governor at the time when it takes effect.

(4) Where a resolution under paragraph (2) increases the number of governors to be appointed under paragraph (1)(a), the Governors shall make additional appointments accordingly.

#### **Election of certain governors**

4.—(1) The Governors shall—

- (a) after consultation with the full-time academic staff of the institution make rules for the election of governors to be elected by the full-time academic staff from among such staff under article 3(1)(c)(ii); and
- (b) after consultation with the full-time non-academic staff of the institution, make rules for the election of governors to be elected by the full-time non-academic staff from among such staff under article 3(1)(c)(iii).

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(2) S.I.1988/1715, to which no relevant amendments have been made.

(2) Any rules made by the Governors under paragraph (1) above may, after consultation with the full-time academic staff of the institution, or with the full-time non-academic staff of the institution, whichever is appropriate, be revoked and replaced, or varied, by further rules made by the Governors.

(3) The Governors shall be responsible for the holding and conduct of any election to be held for the appointment of governors under article 3(1)(c)(ii) or (iii).

#### **Appointment of chairman and vice-chairman**

5.—(1) The Governors shall appoint a chairman and at least one vice-chairman (and may appoint up to two vice-chairmen) from among the governors appointed under article 3(1)(a).

(2) The following provisions shall apply to any chairman or vice-chairman appointed under paragraph (1)—

- (a) he shall hold office for such period as may be determined by the Governors;
- (b) the period of his office shall not extend beyond his period of office as a governor;
- (c) he may resign from office;
- (d) he may be removed from office by resolution of the Governors; and
- (e) he shall cease to hold office if he is deemed to have vacated office as a governor under article 9.

(a) (3) (a) The chairman shall preside at meetings of the Governors, and in his absence the vice-chairman or in the event of there being more than one, one of the vice-chairmen shall preside.

(b) In the absence of both the chairman and a vice-chairman, the Governors present may appoint one of their own number who has been appointed under article 3(1)(a) to preside at any meeting.

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

6.—(1) Any governor *ex officio* specified in article 3(1)(b) 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.

(2) Any governor appointed under article 3(1)(a) or (c) may be further appointed 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 as a governor where his 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 purposes of paragraph (3), a term of office shall include any term of office as a governor, whether served before or after the coming into force of this Order, and whether taken by appointment under article 3(1)(a) or (c) or otherwise, but not any term of office served *ex officio*.

(5) The Governors shall make rules for the duration of the terms of office of governors appointed under article 3(1)(a) or (c) which rules may be revoked and replaced, or varied, by further rules made by the Governors.

Provided that:

- (a) no governor shall be appointed 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.

### **Age limit for governors**

7. A person who has attained the age of 70 years shall not thereafter be eligible to take office, whether for a first or subsequent term, as a governor:

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**

8. A person shall be ineligible to be appointed as a governor or, where appropriate, to remain in office as a governor other than in the case of a governor *ex officio* or a governor appointed in accordance with article 3(1)(c), if he is a member of the staff of the institution.

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

9. A governor shall be deemed to have vacated his office as governor and the Governors shall declare his place vacant, in any of the following circumstances:—

- (a) where he intimates in writing to the Governors 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 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 Governors or any of their committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the Governors;
- (e) in the case of a staff governor whose appointment falls to be made under article 3(1)(c) either from among the members of the academic council or from the full-time academic or non-academic staff of the institution, when he ceases to be a member of the academic council or the full-time academic or non-academic staff, as the case may be;
- (f) where in accordance with article 8 he becomes ineligible to remain in office as a governor.

### **Filling of vacancies**

10.—(1) Where the place of a governor who has been appointed to the office of governor under article 3(1)(a) has been declared vacant under article 9, or where such a governor has died, the Governors shall appoint a governor to fill the vacancy.

(2) Where the place of a governor who has been appointed to the office of governor under article 3(1)(c) has been declared vacant under article 9, or where such a governor has died—

- (a) in the case of a governor appointed under article 3(1)(c)(i), the Governors shall intimate the vacancy to the academic council who shall appoint a governor to fill the vacancy;
- (b) in the case of a governor elected under article 3(1)(c)(ii) or (iii), an election shall be held to fill the vacancy in accordance with article 4 and the relevant rules made under it.

### **Reserved areas of business**

11. Where any meeting of the Governors or of any committee of the 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 institution, any governor who is a governor *ex officio* by virtue of holding office as Convenor of the Students' Association in the institution in accordance with article 3(1)(b), 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 remaining members of the Governors or committee thereof, as the case may be, present at the meeting.

### **Validity of proceedings of the Governors**

**12.** No failure or defect in the appointment of any governor and no vacancy in the office of governor shall prevent the Governors from acting in the execution of their functions, nor shall any act or proceedings of the Governors or any committee appointed by the Governors be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment of any one or more governors.

## **PART III**

### **POWERS OF THE GOVERNORS**

#### **Allowances to governors**

**13.** The Governors may pay to any governors such financial loss allowances and travelling and subsistence allowances as they think appropriate.

#### **Pensions, allowances and gratuities for staff**

**14.—(1)** Subject to the following provisions of this article, the Governors shall have power to pay such sum or sums by way of pension, allowance or gratuity as they may think fit to—

- (a) any member of the staff of the institution, on his or her retirement, through age or permanent incapacity, from his or her employment; or
- (b) the surviving spouse or any dependant of any such member in the event of the death of the member during his or her employment;

in respect of any period of such member's service in the employment of the institution.

(2) In paragraph (1) the reference to the permanent incapacity of a member of the staff of the institution is a reference to a disability of mind or body of such a nature or to such an extent as, in the opinion of the Governors, renders that member permanently incapable of continuing to serve efficiently in their employment.

(3) A pension, allowance or gratuity under this article shall not be payable in respect of any period of service which is reckoned for the purpose of any other pension, allowance, gratuity, or other like benefit, payable—

- (a) out of any superannuation scheme or fund established by or under any enactment; or
- (b) directly or indirectly out of monies provided by Parliament or by a local authority out of any tax, charge or rate levied by them.

(4) In paragraph (3) the reference to “any other pension” does not include a retirement pension under Part II of the Social Security Contributions and Benefits Act 1992<sup>(3)</sup> and the reference to “like benefit” does not include any other benefit under that Act.

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(3) 1992 c. 4.

## PART IV

### ADMINISTRATION OF THE INSTITUTION

#### **Discharge of functions by the Director**

**15.—**(1) The 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 Director of the institution.

(2) In pursuance of arrangements made under paragraph (1) the Director shall discharge the functions of the Governors relating to (i) the organisation and management of the institution and the discipline therein, and (ii) with the advice of the academic council in terms of article 16(3), the overall planning, co-ordination, development and supervision of the academic work of the institution.

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

#### **Academic council**

**16.—**(1) Subject to paragraph (2), the 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 Governors shall confer on the academic council the following functions—

- (a) the function of advising the Director in relation to the overall planning, co-ordination, development and supervision of the academic work of the institution; and
- (b) such other functions of the Governors as may be assigned to the academic council by the 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 Governors.

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

(5) The Governors shall make arrangements to secure that the academic council shall discharge the functions imposed on them by or under paragraph (3).

#### **The Students' Association**

**17.—**(1) There shall be an Association of the students of the institution, known as “the Students' Association”.

(2) The Students' Association shall have a Council, and such office-bearers as it may from time to time determine.

(3) The principal functions of the Students' Association shall be to advise, assist and represent the students, to provide a channel of communication between the students and the authorities of the institution, to provide social and recreational services and facilities for the students and to enable its members to co-operate with members of other institutions for their mutual benefit.

(4) Subject to paragraphs (2) and (3), the Association shall have power, with the approval of the Governors, to determine its own constitution and functions in accordance with its constitution and to amend or revoke the same, and to make regulations as to the manner of election of the Council and the

office-bearers and any other matter relating to the powers, functions, membership and administration of the Association.

## PART V

### VARIATIONS, REVOCATIONS, TRANSITIONAL PROVISIONS AND SAVINGS

#### **Variations and revocations of provisions of Memorandum and Articles of Association of the institution**

**18.** The provisions of the Memorandum and Articles of Association of the institution specified in Column (1) of Schedule 2 (being, by virtue of article 19(3), the provisions of such Memorandum and Articles of Association without any variation or revocation effected by the 1988 Regulations) are hereby varied or revoked, as the case may be, to the extent specified opposite such provision in Column (2) of Schedule 2.

#### **Partial revocation of the 1988 Regulations**

**19.—**(1) The 1988 Regulations are hereby revoked insofar as they apply to the institution.

(2) In Schedule 2 to those Regulations, paragraphs 5 and 6 relating to the Memorandum and Articles of Association of the institution are hereby revoked.

(3) The variations and revocations of provisions of the Memorandum and Articles of Association of the institution effected by regulation 20 of the 1988 Regulations and the said paragraphs 5 and 6 of Schedule 2 to those Regulations shall cease to have effect and the provisions of such Memorandum and Articles of Association shall be restored, subject to any variation or revocation effected by article 18.

#### **Savings and transitional provisions**

**20.—**(1) Any governors in office at the commencement of this Order in accordance with any provision of the 1988 Regulations shall continue as governors for the remainder of their period of office as if they had become governors in accordance with the corresponding provision of this Order.

(2) Any members of the academic council established under the 1988 Regulations in office at the commencement of this Order shall continue as members of the academic council established under article 16 for the remainder of their period of office.

*N. H. Nicholls*  
Clerk of the Privy Council

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## SCHEDULE 1

### ACADEMIC COUNCIL

#### PART 1

##### Appointment

1. The academic council (hereinafter called “the council”) shall be appointed in such manner as to ensure that the council consists of—
  - (a) the holders of the following posts in the institution, namely the posts of Director, Deputy-Director (if any), head of school, the Convenor of the Students' Association and Principal Librarian (however designed) *ex officii* (hereinafter called “members *ex officii* of the council”);
  - (b) such number of members of the full-time academic staff of the institution as may be determined in accordance with paragraph 2 of this Schedule (hereafter called “elected members of the council”); and
  - (c) such number of persons, not exceeding six, as have been co-opted by the council (hereinafter called “co-opted members of the council”).
2. The elected members of council shall—
  - (a) consist of such a number of persons as may be determined by the Governors of the institution, being not less than one-third and not more than two-thirds of the aggregate of members *ex officii* of the council;
  - (b) be elected by, and from among, members of the full-time academic staff of the institution who are not members *ex officii* or co-opted members of the council;
  - (c) be so elected in accordance with arrangements made by the persons holding office as members of the council immediately prior to the election and approved by the Governors;
  - (d) hold office for such a period, not exceeding four years, as may be determined by the Governors; and
  - (e) subject to the foregoing provisions of this paragraph, be eligible for re-election.
3. The co-opted members of council shall hold office for such a period, not exceeding four years, as may be determined by the Governors and shall be eligible to be co-opted again on the expiry of a period of office.
4. The Director shall be the chairman of the council.

#### PART II

##### Proceedings

5. The proceedings of the council shall be regulated by a scheme made by the council and approved by the Governors and the said scheme may provide for—
  - (a) the appointment by the council of such committees as they consider appropriate;
  - (b) the co-option, subject to paragraph 1(c), by the council of additional members (including, where they consider it appropriate, representatives of the students in attendance at the institution) of council, or of any committee thereof, for specific purposes; and
  - (c) any other matters connected with the functions of the council.



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6. Any scheme made and approved under paragraph 5 shall include provision for—
- (a) the appointment of a vice-chairman of the council; and
  - (b) a minimum number of meetings of the council in each year.

## SCHEDULE 2

### VARIATIONS AND REVOCATIONS OF PROVISIONS OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE GLASGOW SCHOOL OF ART

Instrument Column (1)	Extent of variation or revocation Column (2)
<p>1. Memorandum of Association of the Glasgow School of Art dated 29th January 1892.</p>	<p>1. In paragraph 4—</p> <ul style="list-style-type: none"> <li>(a) after the words “grant or salary” there shall be inserted the words “to any Director or Deputy-Director of the Glasgow School of Art or to any other members of the full-time academic staff, or to any members of the full-time non-academic staff, notwithstanding they may be governors or members of any committee appointed by the Governors or”; and</li> <li>(b) at the end there shall be inserted the following words:— “Provided that nothing herein contained shall prevent the payment of out-of-pocket expenses to any governor or member of any committee appointed by the Governors or shall prevent the payment by way of scholarship, bursary or other similar award out of the funds of the Association, whencesoever derived, to any person who is a student, notwithstanding that such persons may be a governor or a member of any committee appointed by the Governors.”.</li> </ul>
<p>2. Articles of Association of the Glasgow School of Art dated 29th January 1892, as amended by Special Resolutions dated 26th May 1937, 19th November 1948 and 6th October 1975.</p>	<p>1. For Articles 4 and 5 there shall be substituted the following Articles:—</p> <ul style="list-style-type: none"> <li>“4. The affairs of the Association shall be managed by the Governors, who shall constitute the Association.</li> <li>5. These Articles shall be subject to The Glasgow School of Art (Scotland) Order of Council 1996 in respect of the composition and appointment of the Governors and of the academic council</li> </ul>

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Instrument Column (1)	Extent of variation or revocation Column (2)
	and in respect of all other matters provided for in that Order of Council.”.
	2. Article 11 is revoked.
	3. In Article 17–
	(a) the word “and” where it appears after the the word “lecturers” on line 2 shall be deleted, and
	(b) after the word “teachers” on line 2 there shall be inserted the words “and any other academic and non-academic staff”.

## EXPLANATORY NOTE

*(This note is not part of the Order)*

This Order makes new provision regarding the constitution, functions and powers of the Governors of The Glasgow School of Art, as governing body of that School, and the arrangements to be adopted by it in discharging its functions. It replaces the provisions of the Central Institutions (Scotland) Regulations 1988 so far as these provisions relate to The Glasgow School of Art.

The Glasgow School of Art is a Company incorporated under the Companies Acts and the powers and duties of the Company are specified in the Company’s Memorandum and Articles of Association.

Part II of this Order makes provision for the composition and membership of the Governors. Additional powers are conferred on the Governors in Part III.

Part IV makes provision for administration of the institution and in particular, provides for delegation of specified functions by the Governors to the Director of the institution (Article 15). Article 16 provides for the appointment of an academic council and for the conferring by the Governors of certain powers on it. The powers delegated to the Director and conferred on the academic council by the Governors are subject to the Governors retaining a power of general control and direction.

Part V makes consequential revocations and amendments to the provisions of the Memorandum and Articles of Association and makes saving and transitional provisions.