

CHARTER OF INCORPORATION OF THE UNIVERSITY OF READING

George the Fifth by the Grace of God of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the Seas King, Defender of the Faith:

To all to whom these presents shall come, Greeting!

Whereas a Humble Petition has been presented to Us by the University College of Reading praying Us to erect a University having its seat in Reading and to grant a Charter with such appropriate provisions therein in that behalf as shall seem to Us meet and fit:

And Whereas We have taken the said Petition into Our Royal consideration and are minded to accede thereto:

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

1 The University

1.1 The Name of the University

The corporation created by this Our Charter shall be known as "The University of Reading" ("the University").

1.2 The Objects of the University

The Objects of the University are for the public benefit to advance education, learning and research through the provision, support and maintenance of a University.

1.3 The Members of the University

The Members of the University shall be:

- the Officers of the University as set out in Ordinance
- the Members of the Council
- the Employees of the University
- the Graduates of the University
- the Students of the University as set out in Ordinance

1.4 The Powers of the University

The University shall have all the powers of a natural person, both in the United Kingdom and worldwide, including but not limited to the following powers, in furtherance of its Objects and so far as permitted by charity law to:

- Make arrangements for the provision of teaching and instruction in such branches of learning as the University may think fit;
- Make provision for research and the advancement, preservation, dissemination and application of knowledge, including innovation and the provision of advisory services for or in conjunction with other institutions, organisations or public bodies;
- Admit students to programmes of study, to hold examinations and to prescribe rules for such students;
- Confer degrees and award other qualifications and academic awards, whether honorary, substantive or otherwise, and to withdraw such degrees, qualifications and awards;
- Grant titles and distinctions including fellowships, professorships, memberships and associateships and to revoke the same;
- Employ people in such positions as may be required and prescribe conditions of employment and rules for such employees;
- Co-operate and collaborate with other institutions and individuals, confer joint degrees and make other awards, and affiliate other institutions in whole or in part;
- Incorporate into the University other institutions in whole or in part and take over such institutions' rights, property and liabilities for any purpose;
- Constitute or incorporate any subsidiary or joint venture institution or organisation;
- Acquire, own, maintain, manage, dispose and act as trustee of any property whatsoever whether land or personal property;
- Establish, provide, maintain, administer and govern institutions for the residence of students;
- Demand, receive and administer fees, charges, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income;
- Invest any monies in the hands of the University and available for investment;
- Give guarantees;
- Borrow and raise money and give security for loans; and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers;
- Enter into engagements and accept obligations and liabilities in all respects without restrictions whatsoever and in the same manner as an individual may manage his or her own affairs; and
- Do all such acts and things whether incidental to the above or not as may be necessary, convenient or desirable in order to further the Objects of the University.

2. The Constitutional Bodies of the University

2.1. The Council of the University

There shall be a Council of the University, which shall be the University's governing body with responsibility for the governance of the University and the conduct of all its affairs. Subject to this Charter and in furtherance of its role the Council shall exercise all the powers of the University.

The Council shall comprise no more than twenty-seven members and shall at all times include a majority of members who are not employees or registered students of the University. The membership of the Council and the appointment of members to it shall be:

Class 1	The Vice-Chancellor The Deputy Vice-Chancellor Three Pro-Vice-Chancellors selected in accordance with Ordinance The Dean of the Henley Business School
Class 2	Fifteen persons not being employees or registered students of the University to be appointed by the Council in accordance with Ordinance ("Lay Members")
Class 3	One member of senior academic staff (being the Deans and the Heads of School) appointed in accordance with Ordinance
Class 4	One member of the Senate not being a registered student of the University appointed in accordance with Ordinance
Classes 5 & 6	Two members of staff from the University appointed in accordance with Ordinance
Class 7	Two officers of the Students' Union

The terms of office shall be:

- For members in Class 1 and Class 7 who are members by virtue of their office or employment, the period of time in which they remain in such office or employment.
- For members in Class 2, three years commencing with the date of appointment, which may be extended by one further period of three years and, exceptionally, by a further period of three years, unless otherwise permitted to serve for a longer term in accordance with this Charter by virtue of being appointed President or Vice-President of the Council.
- For members in Class 3, Class 4, Class 5 and Class 6, three years commencing with the date of appointment, which may be extended by one further period of three years and, exceptionally, by a further period of three years, on each occasion subject to re-election.

No person shall be capable of being a member of the Council in more than one capacity.

A former member of the Council shall be eligible for re-appointment or re-election after a period of two years has elapsed.

The quorum for meetings of the Council shall be one third of its membership, of whom a majority shall be Lay Members.

Subject to the provisions of this Charter and the Ordinances, the Council shall have power to delegate its functions, powers and duties to such bodies, committees or individuals

as it may think fit, save that the ultimate accountability of the Council and its corporate

responsibility for actions taken under delegated powers may not itself be delegated. Further, the Council may not delegate its powers to:

- Appoint and dismiss the Vice-Chancellor;
- Approve the University's strategic plan;
- Approve the University's annual financial forecasts;
- Approve the University's annual budget;
- Adopt the University's annual financial statements and accounts;
- Amend the Charter, or to make, amend or repeal Ordinances; or
- Appoint the University's external Auditors.

2.2 The Senate

There shall be a Senate of the University, which shall, subject to the control and approval of the Council, be responsible for the academic standards of the University and regulate and superintend the education and research of the University.

The membership, powers and duties of the Senate shall be as set out in Ordinance.

3. The Chancellor

There shall be a Chancellor of the University, whose appointment shall be as set out in Ordinance and who shall, except as otherwise provided, confer Degrees.

4. Officers of the University

4.1. The President and Vice-President(s) of the Council

There shall be a President of the Council, who shall be the Chair of the Council, and such number of Vice-Presidents of the Council as the Council deems appropriate at its absolute discretion from time to time.

The President and the Vice-President(s) of the Council shall be Lay Members of the Council and shall be appointed and removed by the Council in accordance with Ordinance. The President and the Vice-President(s) shall hold office for three years, which may be extended by one further period of three years and, exceptionally, by a further period of three years. The term of office as a member of the Council may, with the agreement of

the Council, be extended by virtue of that member's appointment as President or Vice-President of the Council, except that no member of the Council shall serve for more than 12 consecutive years.

4.2. The Vice-Chancellor

There shall be a Vice-Chancellor of the University who shall be the Principal Academic Officer and Chief Executive Officer of the University and ex officio Chair of the Senate.

The Vice-Chancellor shall:

- in the absence of the Chancellor confer Degrees; and
- be responsible to the Council for promoting and delivering the efficiency and good order of the University.

The Vice-Chancellor may delegate his or her powers and duties to an Officer of the University.

4.3. Secretary to the Council

There shall be a Secretary to the Council whose powers and functions shall be as set out in Ordinance.

4.4. Other Officers of the University The Council shall appoint such other Officers of the University who shall have such responsibilities and powers and be appointed and removed in such manner as are set out in Ordinance.

5. The Laws of the University

5.1. Amendment to the Charter

The Council may, subject to approval by Us, Our Heirs or Successors in Council and after consultation with the Senate, amend, add to or repeal this Our Charter by a resolution passed by a majority of not less than two thirds of those present and voting.

5.2. Ordinances and Regulations of the University

Subject to the provisions of this Charter, the Council may make, amend, add to or revoke such Ordinances and Regulations as it considers appropriate for the purpose of fulfilling the Objects of the University, provided that no Ordinance or Regulation which affects academic policy shall be made, amended, added to or revoked until the Senate has been consulted.

6. Principles of the University

The University shall act in such a way as to deliver its aims, Objects and associated activities efficiently and effectively, whilst subscribing to the following guiding principles:

6.1. Equality

The University is committed to the fair and equal treatment of every person and shall not discriminate on grounds other than those permitted or required by law.

6.2. Academic Freedom

Employees, in undertaking academic activity or directly supporting it, shall have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges.

7. Students' Union

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

8. The External Auditors

The Council shall, on the recommendation of the Audit Committee, appoint the External Auditors, who shall be a member of a recognised supervisory body which is eligible for appointment under the rules of that body, but shall not be a member of the Council or employee of the University nor connected to any person who is a member of the Council or an employee of the University.

The External Auditors shall receive such remuneration as may be determined by the Council. The External Auditors shall hold office for such period as may be determined by the Council on the recommendation of the Audit Committee, in accordance with the University's Financial Regulations. The External Auditors will be eligible for reappointment. The External Auditors may resign in writing addressed to the Council, in accordance with

the terms governing the External Auditors' appointment. The External Auditors may be removed by the Council from time to time, in accordance with the terms governing the External Auditors' appointment. The External Auditors shall act in accordance with their terms of appointment and such regulatory requirements and all other relevant codes of practice as are in force from time to time.

9. Decisions

Decisions taken at any meeting of the Council, the Senate or any committee of such bodies (a "decision making body") shall not be invalidated because of:

- (a) a procedural defect of which the decision making body is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the decision making body and the decision making body is asked to consider whether the decision should stand;
- (b) a technical defect in the appointment of a member of which the decision making body is unaware at the time;
- (c) a technical defect in the giving of notice of which the decision making body is unaware at the time; or
- (d) a vacancy in the membership of the relevant decision making body.

10. Property and Assets

The property and funds of the University shall be used only for promoting the Objects. If the University is dissolved, the assets (if any) remaining after providing for all its liabilities shall be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or for charitable purposes which are within or similar to the Objects; or
- (c) in such other manner consistent with charitable status as the Privy Council approves in writing in advance.

11. Visitor

We reserve to Ourselves, Our Heirs and Successors to be the Visitor of the University, acting through the Lord President of Our Privy Council, or, on representation of the Council, to appoint by Order in Council, a Visitor for such period as We, Our Heirs or Successors shall see fit, and the Visitor's decision on matters within his or her jurisdiction shall be final.

Our Royal Will and Pleasure is that these Presents shall ever be construed benevolently and in every case more favourably to the University of Reading and the position of the objects of this Our Charter.

In Witness whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the seventeenth day of March in the year of our Lord, 1926, and in the sixteenth year of Our Reign.

By Warrant under the King's Sign Manual.