

The Association of Commonwealth Universities

Royal Charter

(including the Statutes)

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(granted by Warrant under the Queen's Sign Manual on 17 June 1963 and amended by the Privy Council on 23 October 1973, 12 April 1976, 16 November 1993 and 13 October 2010)

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

To all to whom these Presents shall come, Greeting!

WHEREAS a Petition has been presented unto Us by the Chairman of the Association of Universities of the British Commonwealth and others (see Editorial note, page 8) praying Us to grant a Charter of Incorporation for the purpose of constituting a Corporation with the object among others of acquiring and taking over the properties and liabilities of the said Association and of carrying on and developing its work under such regulations and with such powers as to Us might appear meet and expedient:

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 Prerogative Royal and of all other powers enabling Us so to do of Our especial grace, certain knowledge and mere motion have granted and ordained and by these Presents do for Us, Our Heirs and Successors grant and ordain as follows:

The Association of Commonwealth Universities

1. Members and future Members of the body corporate constituted by this Charter shall be a single body corporate by the name of 'The Association of Commonwealth Universities' and in that name may sue and be sued, and shall have perpetual succession and a Common Seal.

Definitions

2. In this Charter unless the context otherwise requires:
'Associate Members' shall mean members of the Association admitted to membership under Clause 7.
'The Association' shall mean 'The Association of Commonwealth Universities'.
'Casual Vacancy' shall mean any vacancy for the position of Elected Council Member arising or remaining on or after the date of any meeting at which the election process for an Elected Council Member prescribed by the Regulations has taken place and such vacancy shall be filled in accordance with Clause 5(5) of the Statutes.
'Co-opted Council Members' shall mean those Council Members co-opted by the Council from amongst the representatives of the Full Members in accordance with Clause 5(3) of the Statutes and shall include the Honorary Treasurer if co-opted rather than elected.
'The Council' shall mean the council of the Association.
'Council Members' shall mean Elected Council Members and Co-opted Council Members.
'Elected Council Members' shall mean the representatives of Full Members elected in accordance with the Regulations or appointed to fill a Casual Vacancy in accordance with Clause 5(5) of the Statutes.

'Full Members' shall mean members of the Association admitted to membership under Clause 6.

'Members of the Association' shall mean Full Members and Associate Members.

'meeting' shall include, except where inconsistent with any legal obligation: a physical meeting; a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and telephone conferencing. Any person entitled to attend and vote at a meeting who attends using the means above shall be counted in the quorum for the meeting and may vote at the meeting.

'The Regulations' shall mean the regulations of the Association for the time being in force.

'Representatives' shall mean the individuals nominated by the Members to act as their respective representatives.

'The Statutes' shall mean the statutes of the Association for the time being in force.

'Universities' shall include all institutions of higher education qualified for membership of the Association under the Charter, Statutes and Regulations.

Words importing the singular number only shall include the plural number and *vice versa*, and words importing persons shall include Corporations.

Objects and Powers

3. The objects for which the Association is incorporated shall be the advancement of education by providing and assisting in the exchange of information, ideas and support between Universities of the Commonwealth to further their educational purposes.

4. In addition to any other powers it may have, the Association has the following powers in order to further the objects (but not for any other purpose):

- (i) To collect and distribute information from time to time on matters of interest to the Universities of the Commonwealth;
- (ii) To arrange conferences and congresses and otherwise to facilitate communication and the interchange of information between those Universities and between them and the Governments and other public bodies, learned institutions and societies of the Commonwealth and elsewhere;
- (iii) To facilitate the interchange of students and teachers between Universities;
- (iv) To establish and maintain offices in the United Kingdom or any other country within the Commonwealth or in any foreign country or state to form centres and secretariats for the work and activities of the Association;
- (v) To print, publish in whatever form whether electronic or otherwise, and circulate handbooks, periodicals, circulars, leaflets and other publications with a view to making known and to furnishing and disseminating information about and encouraging interest in the objects, work and activities of the Association in any part of the world, and generally in connection with the carrying out of its objectives;
- (vi) To invite and collect subscriptions and donations to the funds of the Association by any lawful means;
- (vii) To undertake, execute and perform any trusts or conditions affecting any property of any description acquired by the Association by gift, devise, bequest or otherwise and to act as trustee of any such property held for purposes connected with the objects of the Association;
- (viii) To co-operate with other associations having similar objects with a view to the promotion of the objects of the Association;
- (ix) To invest the moneys of the Association not immediately required for the purposes of the Association in or upon such investments or securities and in such manner as the Council may from time to time think expedient;
- (x) To do all such other things as may be thought calculated to promote the interests and well-being of the Universities of the Commonwealth or any of them;
- (xi) To do all such acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes of the Association or the exercise of any of its said powers.

Membership requirements

5. To qualify for admission all Members of the Association shall be incorporated and shall be situated in the Commonwealth. The requirement of incorporation shall be satisfied by incorporation in accordance with the law of that part of the Commonwealth where such Member of the Association is situated.

Full Members

6. The Full Members shall be such Universities as may from time to time be admitted to membership of the Association by the Council in accordance with the Regulations.

Associate Members

7. Subject to and in accordance with the provisions of the Regulations, the Council may admit Associate

Members to such privileges and benefits of the Association as may be determined by the Council, excepting always both the right to vote at General Meetings of Members of the Association and the right to serve as Council Members.

Loss of qualification

8. Any existing Member of the Association may, if it wishes and if the Council approves, continue in membership of the Association if the country in which it is situated ceases to be within the Commonwealth.

9. Any Member of the Association which shall cease to have the academic status required in the Regulations, or to be incorporated, shall immediately and without notice cease to be a Member of the Association.

General Meetings

10. There shall be held a General Meeting of the Association once in each calendar year ('the Annual General Meeting') and Special General Meetings at such times as may be necessary or desirable, in every case in accordance with the provisions of the Statutes.

Council

11. There shall be a Council of the Association consisting of such number of Council Members (including both Elected Council Members and Co-opted Council Members) as may from time to time be prescribed by the Statutes. The Council Members shall include a Chair, Vice Chair and Honorary Treasurer.

Income and property

12. The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association set out in this Charter.

13. Subject to the provisions of this Charter and of the Statutes, the Council shall have the management and control of the Association and the administration of all its property and income, with power to delegate all or any of their powers to committees or sub-committees from amongst their own number or otherwise appointed for the purpose, provided that no resolution passed at a meeting of a committee or sub-committee shall take effect unless a majority of the persons present at such meeting are Council Members or the resolution is confirmed by the Council.

Statutes

14. The Statutes set out in the Schedule shall be the Statutes of the Association as amended in accordance with Clause 15 below.

Amendment of Statutes

15. The Council shall have full power but subject always to the provisions of this Charter to make and when made to amend Statutes touching the government of the Association, the appointment and removal of all persons employed in or in connection with the Association and any other matters whatsoever relating to the administration and management of the Association. Provided that no such Statute or amendment of such Statute shall have any force or effect unless and until it shall have been approved by a resolution to that effect passed by a majority of not less than two-thirds of the representatives of Full Members present and voting at a General Meeting of the Association convened by notice specifying clearly the substance of the proposed Statute or amendment nor until it shall have been allowed by the

Privy Council of which a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

Audit of accounts

16. True accounts shall be kept of the income and expenditure of the Association. There shall be an audit of the accounts of the Association made every year by one or more duly qualified Auditors to be appointed by the Association in General Meeting. The Auditors shall make a report a copy of which shall be circulated to Members of the Association together with a copy of the audited accounts not less than 21 days before the Annual General Meeting at which they are to be approved. If more Auditors than one be appointed the continuing Auditor or Auditors shall have power to act notwithstanding any casual vacancy. No person shall be qualified for appointment as Auditor unless he is a person who would be approved under the law of the Realm as an Auditor for a public company with limited liability.

Dissolution

17. It shall be lawful for the Association with the sanction of two consecutive Special General Meetings called for the purpose to surrender this Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Association in such manner as shall be directed by such Special General Meetings or in default of such directions as the Council shall think expedient having due regard to the liabilities of the Association for the time being. If upon the winding-up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall be transferred to an educational charity.

Amendment of Charter



BY WARRANT UNDER THE QUEEN'S SIGN MANUAL
Coldstream

18. The Council may by resolution passed at any meeting by a majority of not less than two-thirds of the Council Members present and voting (being an absolute majority of all the Council Members) and confirmed by a majority of not less than two-thirds of the representatives of the Full Members of the Association present and voting at a Special General Meeting held not less than one month nor more than four months afterwards amend or add to this Charter and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Charter shall continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Charter as amended or added to in accordance with this Clause.

Favourable construction

19. Lastly We do by these Presents for Us and Our Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Association as well in Our Courts of record as elsewhere by all Judges, Justices, Officers, Minister and other subjects whatsoever of Us and Our Successors, any non-recital or other omission, defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the seventeenth day of June in the twelfth year of Our Reign.

fourteen days prior written notice of it to the Secretary General.

Schedule

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Members of the Association

1. (1) Any University which wishes to become a Member of the Association shall apply to the Secretary General with such evidence as may be required to satisfy the Council that the University is incorporated by charter, statute or otherwise according to the laws of the jurisdiction in which the institution operates and is situated within the Commonwealth. The Council may make Regulations governing applications and admission to membership of the Association as may be required from time to time.

(2) Every Member of the Association shall appoint a person to act as its representative in the manner provided by the Regulations. The representative should normally be the executive head of the Member of the Association. The representative of a Member of the Association may nominate a deputy from time to time in accordance with Clause 5(1) below by notice in writing to the Secretary General, and in these Statutes 'representative of a Member of the Association' includes a deputy so nominated.

(3) Any Member of the Association may withdraw from the Association upon giving six months notice to the Secretary General.

(4) Any Member of the Association which is dissolved, surrenders its charter, or in any other manner is no longer incorporated under the laws of the jurisdiction in which it operates shall immediately cease to be a Member of the Association.

(5) Membership of the Association shall be withdrawn upon failure to pay the annual subscription within twenty four months of its becoming due and unless the Council otherwise determines shall be restored only upon payment of all arrears of subscription.

Subscriptions

2. Every Member of the Association shall pay such minimum annual subscription as may be fixed from time to time by the Council.

Notices

3. A General Meeting shall be called by the Secretary General who shall issue notices of such General Meeting by post or otherwise not less than twenty-eight days before the Meeting. The accidental omission to give such notice or the non-receipt of such notice by a Member of the Association shall not invalidate the proceedings of any Meeting.

Meetings of Members of the Association

The Annual General Meeting

4. (1) The Annual General Meeting of the Association shall be held once in every calendar year, at which the business to be transacted shall include the consideration of the accounts, the reports of the Council and of the Auditors. Any representative of a Full Member desiring to bring any matter or proposal before the Annual General Meeting shall give

Special General Meetings

(2) The Council may, whenever it thinks fit, and it shall upon a requisition made in writing and signed by representatives of not less than one-tenth of the Full Members having at the date of the requisition a right to vote at General Meetings convene a Special General Meeting. The Secretary General shall at any time when required by the Chair, or in the absence of the Chair, by the Vice-Chair, summon a Special General Meeting. If upon requisition the Council shall fail to convene or the Secretary General to summon a Special General Meeting within 21 days of receipt of the requisition then a Special General Meeting to be held within 3 months may be convened by not less than half of the requisitionists.

Chair of General Meetings

(3) The Chair of the Association shall be the chair of all General Meetings and Council Meetings; in the absence of the Chair, the Vice-Chair shall preside but, if neither be present, then the representatives of Full Members present shall choose one of their number to be chair of such Meeting.

Quorum

(4) At every General Meeting ten representatives of Full Members present at the commencement of business and entitled to vote shall be a quorum. If, within half-an-hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened upon the requisition of representatives of Full Members shall be dissolved. In any other case, it shall be adjourned to a place and a date not later than two months from the date of the original Meeting as may be fixed by the chair of such Meeting. If at such adjourned Meeting a quorum is not present within half-an-hour from the time appointed for the Meeting, then the representatives of Full Members present, entitled to vote and being five or more, shall be a quorum.

Adjourned Meetings

(5) The chair of any General Meeting may, upon the resolution of that Meeting, adjourn it from time to time and from place to place but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Voting

(6) At any General Meeting unless a ballot is demanded by two or more representatives of Full Members a declaration by the chair of the Meeting that a resolution has been carried or has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be deemed to have been so carried, lost or not carried as the case may be.

No ballot in certain cases

(7) No ballot shall be demanded on the appointment of a chair or on a question of adjournment of any Meeting.

Chair's discretion

(8) If a ballot is demanded by two or more representatives of Full Members it shall be taken in such manner as the chair of any Meeting may direct and the chair shall have power to take the ballot at once at the meeting or to adjourn the meeting for a reasonable time for the purpose of taking a postal ballot, and the result of such ballot shall be deemed to be the resolution of the Association in General Meeting.

Minutes as evidence

(9) Minutes of all resolutions and proceedings at General Meetings signed by the chair of the Meeting to which the Minutes relate shall be conclusive evidence of the facts stated in the Minutes.

Chair's casting vote

(10) A representative of a Full Member present shall have one vote at every meeting and the representative of every Full Member shall have one vote on a postal ballot. The chair of any Meeting, in the case of an equality of votes, shall have a second or casting vote at that meeting and on a postal ballot.

The Council

5. (1) There shall be up to 23 Council Members consisting of 20 Elected Council Members, up to 2 Co-opted Council Members and, if the Honorary Treasurer is co-opted rather than elected, the Honorary Treasurer.

Deputies

(2) Any Council Member may appoint a deputy to act on their behalf at a meeting of the Council provided that only executive heads of the Members of the Association or of a national university association may be appointed as a deputy. In these Statutes 'a Council Member' includes the deputy of such Council Member when present at a meeting.

Co-option

(3) The Council may co-opt a maximum of two Co-opted Council Members if it concludes this is desirable to ensure balanced geographical and gender representation of the Council and one additional Co-opted Council Member if the Honorary Treasurer is not appointed from the Elected Council Members.

Vacancies

(4) The position of a Council Member shall be vacated if his appointment as a representative of a Full Member is withdrawn by that Full Member; or if the University appointing him ceases to be a Full Member.

(5) Casual Vacancies in the number of Elected Council Members may be filled by the Council from amongst the representatives of Full Members. Such Council Members shall hold office until the following meeting of the Full Members and shall then either retire or may stand for re-election as an Elected Council Member.

(6) No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Council Members, but if the number of Council Members shall be reduced below ten the continuing Council Members may act for the purpose only of filling vacancies.

Powers and duties of the Council

General

6. (1) Subject to the provisions of the Charter and these Statutes the Council may exercise any of the powers of the Association. Any decision of the Council may be overruled by a resolution of the Association in General Meeting but any such resolution shall not affect the validity of anything done in accordance with that decision before the date of the General Meeting.

To appoint Committees

(2) The Council may appoint special Committees to assist in the conduct of its business.

(3) The Meetings and proceedings of every Committee

and Sub-Committee shall be governed by the provisions of these Statutes for regulating the meetings and proceedings of the Council so far as they are applicable unless the Council otherwise directs.

To appoint a Secretary General and other postholders

(4) The Council may from time to time appoint a Secretary General of the Association and any other postholders which may be required for the performance of its business. The Council may from time to time appoint a temporary substitute for the Secretary General who shall be deemed to have the powers of the Secretary General or such powers as the Council may direct.

Proceedings of the Council

To elect a Chair and other Officers of Council

7. (1) The Council shall elect a Chair, a Vice-Chair and an Honorary Treasurer who shall serve in these positions both to the Council and to the Association. They shall serve for two years. The Chair and the Vice-Chair shall be elected from among the Council Members. The Honorary Treasurer may be elected from among the Council Members or may be co-opted by the Council from the representatives of Full Members of the Association. Any Council Member appointed to these positions shall have their period of office as a Council Member extended to allow them to serve as such for two further years.

Quorum

(2) Unless otherwise provided by the Regulations, the quorum for a meeting of the Council shall be five.

Chair's casting vote

(3) A question arising at any meeting of the Council shall be decided by a majority of Council Members present and voting. In the event of an equality of votes the Chair of the meeting shall have a second or casting vote.

Convening of meetings

(4) The Chair or the Vice-Chair may at any time and the Secretary General upon the request of two Council Members shall convene a meeting of the Council.

(5) Subject to these Statutes the Council may from time to time meet for the dispatch of business and adjourn and otherwise regulate its meetings as it shall think fit.

Validity notwithstanding defect of procedure

(6) All acts done by any meeting of the Council or by any person acting as a Council Member shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of the Council or any Council Member or of any person acting as deputy or that they or any of them is disqualified be as valid as if in all respects the Council had been duly constituted.

The Seal

8. The Council shall provide for the safe custody of the Seal, and the Seal shall not be used except with the prior authority of the Council and in the presence of two Council Members or one Council Member and the Secretary General who shall sign every instrument to which the seal is affixed.

Regulations

9. The Council may from time to time make, vary and revoke Regulations for the regulation of the business of the Association and of its employees provided that no Regulations shall be made under these provisions which would in effect amend or alter these Statutes and all

Regulations shall take effect forthwith upon issue by the Council.

Royal Charter