



**CHARTER, STATUTES AND ORDINANCES OF
LONDON BUSINESS SCHOOL**

(approved by Privy Council on 12 August 2015)

Company Number: RC 721

London Business School
Regent's Park
London NW1 4SA

Tel: 020 7000 7000

At the Court at Buckingham Palace

**THE 8th DAY OF JULY 1986
PRESENT**

**THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL**

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 1st day of July 1986, in the words following, viz:

"**YOUR MAJESTY** having been pleased, by Your Order of the 22nd day of June 1983, to refer unto this Committee the humble Petition of the London Graduate School of Business Studies, praying for the grant of a Charter of Incorporation:

"**THE LORDS OF THE COMMITTEE**, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a charter may be granted by Your Majesty in terms of the Draft hereunto annexed."

HER MAJESTY, having taken into consideration the said Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable Douglas Hurd, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the said draft which is hereunto annexed.

G.I. de Deney

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 an humble Petition has been presented unto Us by The London Graduate School of Business Studies (hereinafter called "the former School") being a Company limited by guarantee and registered under the Companies Act 1948 praying that We should be graciously pleased to grant to it a Charter of Incorporation:

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 Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents do for Us, Our Heirs and Successors will and ordain as follows:

- 1 The Members of the former School at the date hereof and all such other persons as may pursuant to this Our Charter and the Statutes and Regulations of the London Business School (hereinafter referred to as "the School") become Members of the Body Corporate hereby constituted shall for ever hereafter be one Body Corporate and Politic by the name and style of "London Business School" and by the same name shall have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
- 2 The objects of the School shall be to advance education and learning in business and management studies and such other fields as may from time to time be decided upon by the School and to carry out research in the said fields of knowledge and learning and publish the useful results of such research.
- 3 The income and the property of the School shall be applied solely in promotion of the School's objects provided that nothing herein shall prevent the payment in good faith by the School to any Member, Member of the Governing Body, officer or servant of the School of reasonable and proper remuneration for services actually rendered nor of interest at a reasonable and proper rate on money loaned nor of a reasonable and proper rent for premises demised or let by any Member or Member of the Governing Body to the School nor of expenses reasonably and properly incurred on behalf of the School on condition that:
 - 3.1 no person shall be entitled to vote on a Resolution nor attend any meetings concerning his own appointment to an office of the School or any payment made or to be made to him by the School.
 - 3.2 notwithstanding anything contained in the statutes of the School no Resolution relating to payments to any Member or Member of the Governing Body of the School shall be effective unless it is passed at a meeting at which there are present a quorum which comprises not less than one-third of the multiple of three next above the total of those entitled to attend the meeting and a majority of persons who are not remunerated for services being rendered to the School.

- 4 The School shall subject to this Our Charter in furtherance of the foregoing objects but not otherwise have the following powers:
- 4.1 To take over from the former School all its properties, rights, privileges and liabilities.
 - 4.2 To provide courses of instruction and facilities for research in the branches of knowledge and learning mentioned in Article 2 of this Our Charter, and to organise, encourage and stimulate postgraduate studies and research.
 - 4.3 To provide, maintain, alter and improve for the use of the Students and for the Staff of the School, libraries, lecture, class and reading rooms, residential accommodation, club rooms and premises, lands, furniture, fixtures, fittings, apparatus, equipment, books, publications, and any other things necessary, suitable or convenient for the furtherance of any of the objects of the School.
 - 4.4 To enter into arrangements with Our United Kingdom Government or municipal, local or other Authorities, necessary for the attainment of the objects of the School or any of them, and obtain from any such Government or Authority any rights, privileges or concessions, necessary to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - 4.5 To solicit, receive and administer in the interests of the School, grants, subscriptions, donations, endowments, gifts and loans of money, lands, hereditaments and any other property whatsoever real or personal, including patent rights and copyrights, and whether or not subject to any specific trusts or conditions, and to sanction such receipt and acceptance on its behalf by any committee or society or corporation created or incorporated to raise funds for the School as the Governing Body of the School (hereinafter referred to as "the Governing Body") may determine.
 - 4.6 To act as trustees or managers of any property, endowment, legacy, bequest or gift for purposes of education or research or other purposes consistent with the provisions of this Our Charter.
 - 4.7 To enter into trading activities connected with business education provided that no permanent fund raising activity should be undertaken which is not directly in pursuance of the primary objects of the School.
 - 4.8 To establish or abolish such posts both academic and non-academic as the School may require, to appoint persons thereto, to prescribe their conditions of service, to remunerate them, and to remove them.
 - 4.9 To grant, continue and pay such salaries, pensions, superannuation, gratuities or other sums in respect of services for and on behalf of the School (whether rendered before or after the date of this Our Charter) as the Governing Body may from time to time think fit and make all reasonable and necessary provision for the payment of such sums to or on behalf of employees and their widows or other dependants.
 - 4.10 To found, maintain and award exhibitions, scholarships, bursaries and studentships and to award medals and prizes.

- 4.11 To print and publish any newspapers, periodicals, books, leaflets or computer software and produce and distribute films and television and broadcasting material of a documentary or scientific character and any other information of whatever nature, with a view to furthering the objects of the School.
- 4.12 To subscribe to any charities and to grant donations for any charitable purpose.
- 4.13 To confer and grant Degrees (including Honorary Degrees), Diplomas, Certificates and other academic distinctions of the School:
- a on persons who shall have pursued courses of study or research approved by the School and shall have satisfied the examiners in the requisite examinations or other tests, whether the courses, examinations or tests be those of the School or not;
 - b on persons associated with and approved by the School; and
 - c on persons of distinction as a mark of honour and respect.
- 4.14 To revoke any Degree or other distinction of the School and all privileges connected therewith if it shall appear to the School that the Degree or other distinction shall have been obtained by, or as a result of, fraud or mistake or in such other circumstances as the School shall deem in its absolute discretion to be good cause for revocation.
- 4.15 To co-operate with and maintain close relationships with universities, colleges, schools, institutes and other bodies of research, education and learning with a view to improving the arrangements for education and research in the School.
- 4.16 Subject to such consents as may be prescribed by law, to purchase, take on lease or on exchange, hire or otherwise acquire any real or personal property and in particular land, buildings, offices and rights or privileges necessary or convenient for the purposes of the School, to construct, erect, alter, improve and maintain any buildings which may from time to time be required for the purposes of the School and to manage, develop, sell, demise, let, mortgage, dispose of or otherwise deal with all or any part of the same with a view to the promotion of the objects of the School.
- 4.17 To invest the monies of the School not immediately required for its purposes in accordance with the Statutes.
- 4.18 To borrow or raise any money that may be required by the School upon such terms as may be deemed advisable and in particular by the issue with or without consideration of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the School or by mortgage or charge of all or any part of the property of the School and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 4.19 To enter into arrangements with other institutions or public or private bodies or industrial or commercial concerns with a view to the advancement, application and dissemination of knowledge.
- 4.20 To demand and receive fees, subscriptions and deposits.

- 4.21 To give guarantees to Building Societies, Friendly Societies, Insurance Companies, Housing Associations, Banks and any similar bodies whether in pursuance of continuing arrangements or not and with or without consideration.
- 4.22 Generally to do all such other lawful acts and things whether incidental to the powers aforesaid or not as may be requisite in order to further all or any of the objects of the School.
- 5 There shall be a Visitor of the School who shall be the person named in the First Schedule hereto and whose successors shall be appointed by Us, Our Heirs or Successors in Council on the representation of the Governing Body.
- 6 All persons of the requisite academic standard, whether resident in Our United Kingdom or elsewhere, shall be eligible for admission to the School and no religious test shall be imposed on any Member of the School nor shall any disability be imposed on the ground of political belief, sex or race.
- 7 The Governing Body shall have the custody and use of the Common Seal. The Statutes shall prescribe the constitution of the Governing Body and it shall have the management and administration of the property of the School and the conduct of its affairs, subject to the powers of the Management Board, together with all such other powers and duties as may be conferred upon it by the Statutes or Regulations.
- 8 There shall be a Chairman of the Governing Body who shall be elected by the Governing Body and who shall preside over the meetings of the Governing Body.
- 9 There shall be a Deputy Chairman of the Governing Body who shall be elected by the Governing Body and shall, subject to the Statutes, during a vacancy in the office of Chairman or during his inability through illness or for any other cause to perform his functions and duties, perform all the functions and duties of the Chairman
- 10 There shall be a Dean of the School who shall be the principal academic and executive officer of the School and he shall have at least one deputy but not more than three deputies, one of whom (as determined by the Governing Body) shall perform the duties and exercise the powers of the Dean during any period when the Dean is unable (by reason of ill-health, absence or any other cause) to perform his duties or exercise his powers and during any period when the office of Dean is vacant.
- 11 There shall be a Management Board of the School (hereinafter referred to as "the Management Board") which shall, subject to the powers of the Governing Body as provided in this Our Charter and the Statutes, be responsible for the academic policies of the School in teaching, in examining and in research and for the regulation and superintendence of the education of the students of the School and such other matters as the Governing Body shall determine.
- 12 There shall be a Faculty Board of the School (hereinafter referred to as "the Faculty Board") which shall consist of all full-time Academic Staff of the School and such other persons as may be prescribed by Regulation.
- 13 There shall be a Secretary and a Treasurer of the School (although the same person may hold both such offices) and such other Officers of the School as the Governing Body may from time to time appoint.

- 14 The first Chairman and Deputy Chairman of the Governing Body, the Principal, the Deputy Principal, the Secretary and the Treasurer shall be the respective persons named in the First Schedule to this Our Charter.
- 15 There shall be Fellows, Honorary Fellows and Associates of the School, who shall be elected in accordance with the Statutes.
- 16 In so far as it shall further the educational purposes of the School there shall be an association of Students for the time being of the School, the Constitution of which, and any amendments thereto, shall require the approval of the Governing Body.
- 17 The Statutes set forth in the Second Schedule to this Our Charter shall be the First Statutes of the School and may be revoked, amended or added to in manner hereinafter provided.
- 18 Subject to the provisions of this Our Charter, Statutes may prescribe or regulate as the case may be:
 - 18.1 the status, election, appointment and continuance in office of the Chairman and the Deputy Chairman of the Governing Body, the Dean, the deputies to the Dean, the Secretary, the Treasurer, and other Officers and Members of Staff of the School;
 - 18.2 the constitution, powers, functions, duties and procedure of the Governing Body, the Management Board, and of Committees responsible to them, the status, election, appointment and continuance in office of the Chairman and other members of those bodies, the filling of vacancies among the members of those bodies and other matters relative thereto;
 - 18.3 the powers, functions and duties of the Dean, the Secretary, the Treasurer and other Officers and Members of Staff of the School;
 - 18.4 all such other matters as the Governing Body may deem fit with respect to or for the governing of the School, its Members and constituent parts or otherwise for the furtherance of the objects of this Our Charter.
- 19 The Dean and the Management Board shall each have power to propose to the Governing Body Statutes and Regulations to be made by the Governing Body and it shall be the duty of the Governing Body to consider any such Statutes or Regulations.
- 20 The Governing Body may, by Special Resolution, make Statutes which revoke, amend or add to, the Statutes of the School provided that:
 - 20.1 no such Statutes which affect academic policy or the policies of remuneration and conditions of appointment of the Academic Staff shall be made until the Management Board has been consulted; and
 - 20.2 no such Statutes shall have effect if repugnant to the provisions of this Our Charter or until approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

- 21 Subject to the provisions of this Our Charter and the Statutes, the Governing Body may make such Regulations as it considers necessary or desirable for the purpose of carrying out the objects of the School and shall specify when such Regulations are to come into effect. Such Regulations may revoke, amend or add to, the Regulations from time to time in force.
- 22 The Statutes may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by Statute shall be prescribed or regulated by Regulation or by decision made by the Governing Body, provided that any such further prescription, regulation or decision shall not be repugnant to the provisions of the Statutes or of this Our Charter.
- 23 Subject to the provisions of this Our Charter and the Statutes, the Governing Body and the Management Board respectively may from time to time make Standing Orders governing their proceedings, and the power to make Standing Orders shall include the power to revoke, amend or add to any Standing Orders theretofore made.
- 24 It shall be the duty of the Governing Body when considering any matter which has substantial academic implications to ensure that it has previously been considered by the Management Board.
- 25 The Governing Body may by Special Resolution revoke, amend or add to any of the provisions of this Our Charter provided that no such revocation, amendment or addition which affects academic policy shall be made until the Management Board has been consulted, and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall henceforward continue and operate as so revoked, amended or added to. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid. Provided that no such revocation, amendment or addition shall be made which shall cause the School to cease to be a charity in law.
- 26 For the purposes of this Our Charter, a "Special Resolution" means a resolution passed at a meeting of the Governing Body convened by twenty-eight days' written notice specifying the substance of the resolution to be proposed thereat, by not less than two-thirds of those present and voting and also by an absolute majority of all the Members of the Governing Body.
- 27 The School may by Special Resolution determine to surrender this Our Charter and any Supplemental Charter and to wind up or otherwise deal with the affairs of the School in such manner as shall be determined by such Special Resolution and such surrender shall, when allowed by Us, Our Heirs or Successors in Council upon such terms as We or They may consider fit, become effectual. If upon the winding up or dissolution of the School there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the School, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the School, and which shall prohibit the distribution of it or their income and property among its or their members to an extent at least as great as is imposed on the School under or by virtue of this Our Charter, such institution or institutions to be determined by the Members of the School at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
- 28 Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the School and to the promotion of the objects of this Our Charter.

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

WITNESS Ourself at Westminster the third day of September in the thirty-fifth year of our reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE FIRST SCHEDULE

1. The first Visitor of the School shall be The Right Honourable Sir John Francis Donaldson, Knight, Master of the Rolls
2. The first Chairman of the Governing Body shall be Sir Terence Beckett, Knight, C.B.E., D.Sc. (Econ.), F.Eng., F.I.Mech.E.
3. The first Deputy Chairman of the Governing Body shall be Sir Peter Walters, B.Com.
4. The first Principal shall be Professor P.G. Moore, D.Sc., Ph.D., F.I.A.
5. The first Deputy Principal shall be Professor R.A. Brealey. M. A.
6. The first Secretary and the first Treasurer shall be B.L. Dodridge, Esquire, F.S.C.A.

THE SECOND SCHEDULE

THE STATUTES

1 INTERPRETATION

1.1 These Statutes shall be read with the Charter and words and expressions used in the Charter shall, if not inconsistent with the subject or context, have the same meaning herein.

1.2 Unless the context otherwise requires, in these Statutes:

Subject to Statute 20 "Academic Staff" means all persons holding appointments of Professor, Associate Professor, Assistant Professor, Senior Lecturer or Lecturer tenable at the School or appointed to any other posts designated as posts on the academic staff of the School by the Governing Body;

"Charter" means the Charter of the School;

"Committee" includes Board and Sub-Committee;

"Functions" includes powers and duties;

"International Alumni Board" means the standing committee of the School whose mission is to work in partnership with the School to develop, enhance and support a network of mutually beneficial and enduring relationships between alumni, students, faculty and the School.

"Non-professional" in relation to any persons means the holders of posts on the Academic Staff of the School other than the post of Professor or Visiting Professor;

"Research Staff" means all persons holding appointments as Senior Research Fellows, Research Fellows, Senior Research Officers, Research Officers or any other posts designated as posts on the research staff by the Governing Body;

"Regulations" means Regulations made pursuant to the Charter or these Statutes;

"Staff of the School" means all persons employed by the School and shall include Academic Staff and Research Staff;

"Students Association" means the association of students for the time being of the School;

"year" means a period of twelve months ending on such date as may be prescribed from time to time by Regulation which may prescribe different dates for different purposes.

1.3 In these Statutes words importing the masculine gender shall include the feminine and, unless the contrary appears from the context, words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations and vice versa.

2 THE GOVERNING BODY

2.1 The Governing Body shall consist of the following persons:

A EX OFFICIO MEMBERS

- i) The Dean;
- ii) Each Deputy to the Dean

B APPOINTED MEMBERS

- i) The Chairman of the International Alumni Board
- ii) The President of the London Business School Students Association

C ELECTED MEMBERS

- i) Not fewer than two nor more than four members (as determined by the Governing Body by regulation from time to time) to be elected by the members of the Faculty Board from amongst themselves.
- ii) One member (as determined by the Governing Body by regulation from time to time) to be elected by the Staff of the School other than Academic Staff and Research Staff from among themselves.

D CO-OPTED MEMBERS

Not more than eighteen other persons as may be co-opted by the Governing Body

2.2A Ex officio members of the Governing Body shall remain members for so long as they hold the relevant office.

2.2B Elected members shall hold office for three years.

2.2C At the end of a term of office an Elected member shall be eligible for immediate re-election for a maximum of two further consecutive terms of three years.

2.2D Co-opted members of Governing Body shall remain members for a term of three years.

2.2E At the end of a term of membership a Co-opted member of the Governing Body shall be eligible to be co-opted in the same capacity for a further term of three years. As a general principle continuous service by any Co-opted member beyond three terms of three years is not desirable. However, exceptions to this principle, explained appropriately, are permitted for reasons such as the need to retain a particular skill or expertise.

2.3 No member of the Governing Body shall receive any remuneration from the School in respect of such membership.

2.4 A member of the Governing Body shall cease to be a member:

2.4A if a receiving order in bankruptcy is made against him, or if he makes any arrangement or composition with his creditors;

2.4B if the Governing Body, after due consideration of a report on that member by an independent medical authority, determines that he is incapable, by reason of physical incapacity or mental disorder, of performing the functions of a member of the Governing Body;

2.4C if he resigns his membership by notice in writing;

2.4D if a resolution be passed or a notice be signed by not less than three-quarters of all the members of the Governing Body, requiring him to resign on the ground that, in their opinion, he has been, or is, conducting himself in a manner so prejudicial to the interests of the School as to render him unfit to continue as a member of the Governing Body and he shall have failed to resign within fourteen days of the date of which such resolution was passed, or on which such notice was served on him through the post addressed to him at his usual address, provided that within fourteen days of such resolution being passed or such notice being served he shall have had a reasonable opportunity to be heard by the Governing Body.

3 THE CHAIRMAN AND DEPUTY CHAIRMAN OF THE GOVERNING BODY

3.1 The Governing Body shall elect from among those members who are not members of the Staff of the School or the President of the Students Association a Chairman and a Deputy Chairman and each of them shall hold office for such period as the Governing Body shall determine, or until he ceases to be a member of the Governing Body, or he is removed from such office by a resolution passed by not less than three-quarters of all the members of the Governing Body whichever shall be the earlier. Each of them shall be eligible for re-election to his office.

3.2 If any casual vacancy shall occur in the office of Chairman the Governing Body shall as soon as conveniently may be after the occurrence of such vacancy elect another member (not being a member of the Staff of the School or the President of the Students Association) to fill such vacancy for the remainder of the term of office of the former Chairman; and pending such election the Deputy Chairman shall perform all the functions and duties of the Chairman. The Governing Body shall act similarly in the case of any casual vacancy in the office of Deputy Chairman.

4 MEETINGS OF THE GOVERNING BODY AND COMMITTEES THEREOF

4.1 There shall be held in every year at least two meetings of the Governing Body to be called Ordinary Meetings. Not more than fifteen months shall elapse between Ordinary Meetings of the Governing Body.

4.2 Upon the written requisition of the Chairman of the Governing Body or of not fewer than five members of the Governing Body the Secretary to the Governing Body shall convene a Special Meeting of the Governing Body. Such requisition shall specify the object of the desired meeting and the Secretary shall within seven days after receipt by him of such requisition convene a Special Meeting to be held within twenty-eight days of the date of the notice convening the meeting for the purpose specified in the requisition.

4.3 In the absence of the Chairman of the Governing Body the Chair shall be taken at any meeting of the Governing Body by the Deputy Chairman and in the absence of both the Chairman and the Deputy Chairman shall be taken by such one of the members present as those members may appoint.

4.4 Ten or such larger number as the Governing Body may from time to time by Regulation prescribe shall be a quorum of a meeting of the Governing Body. When necessary the Chairman of the meeting may call for a vote to determine any question arising thereat. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Votes by proxy or by post shall be permitted.

- 4.5 A resolution in writing signed by a majority of the members of the Governing Body for the time being entitled to receive notice of a meeting of the Governing Body shall be as valid and effectual as if it had been passed at a meeting of the Governing Body duly convened and held, and for these purposes a member of the Governing Body shall be deemed to have signed such a resolution if he or she:
- (A) signs a hard copy of the resolution;
 - (B) sends an email to the Secretary signifying approval of the resolution ; or
 - (C) signifies approval of the resolution in any other way authorised by the members of the Governing Body.
- 4.6A The Governing Body may appoint such committees with representation either of staff, or students, or both or such other persons as it shall deem necessary from time to time consisting of such persons as the Governing Body shall think fit whether or not being members of the Governing Body for such purposes as the Governing Body shall consider necessary. The Governing Body may dissolve any such committee at its discretion.
- 4.6B Any such committee may appoint one or more sub-committees consisting of one member of such committee and such other persons (whether or not being members of such committee) as it may think fit to consider and report on any subject which such committee may require.
- 4.6C Any committee so formed shall in the exercise of the powers delegated to it conform to any Regulations imposed on it by the Governing Body (and in the case of a sub-committee to any rules imposed on it by the committee appointing it) and shall regulate its proceedings in accordance with the provisions for the time being in force for the proceedings of the Governing Body so far as the same are applicable thereto and are not superseded by any Regulations imposed on it by the Governing Body (or in the case of a sub-committee imposed on it by the committee appointing it). Providing that nothing in this paragraph shall enable the Governing Body to delegate its power to reach a decision under paragraph 10 (B) of Statute 20.
- 4.7 Minutes shall be kept of all resolutions and proceedings of meetings of the Governing Body and of its committees, and a Minute thereof signed by the Chairman of the meeting whereof it is a record, or by the Chairman of the next meeting, shall be prima facie evidence of the matters recorded therein.
- 4.8 The Governing Body may act at any time notwithstanding any vacancy therein, but if and so long as its number is reduced below the number fixed by or pursuant to the Charter and these Statutes as the necessary quorum of the Governing Body, the continuing member or members of the Governing Body may act for the purpose of increasing the number of members of the Governing Body to that number or of summoning a General Meeting of the School, but for no other purpose.
- 4.9 A defect in the appointment of any member of the Governing Body or of a committee of the Governing Body or in the appointment of any person acting as a member of any of those bodies or a defect in the qualification for membership of any person occupying the position of member of any of those bodies, shall not invalidate acts bona fide done by, as the case may be, any meeting of the Governing Body or of a committee, of the Governing Body or by any person acting as aforesaid prior to the discovery of the defect.

5 POWERS AND DUTIES OF THE GOVERNING BODY

- 5.1 The Governing Body shall conduct through its committees and the Dean, the general business of the School consistent with the provisions of the Charter and these Statutes.
- 5.2 Subject to the Charter and these Statutes, the Governing Body in addition to having all powers necessary to further the objects of the School as described in the Charter and to all other powers vested in it shall have the following powers:
- 5.2A To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the School in the same manner as an individual may manage his own affairs and property and for these purposes to appoint bankers and any other officers or agents whom it deems expedient to appoint.
- 5.2B On the advice of the Management Board to provide courses of instruction for students and facilities for research, study and the advancement and dissemination of knowledge whether for the benefit of Members, staff or students of the School or for that of others by all appropriate means.
- 5.2C On the advice of the Management Board to prescribe by Regulation the conditions for the admission of Students to the School and standards for the regulation and superintendence of the education and discipline of the students
- 5.2D On the advice of the Management Board to prescribe by Regulation the requirements of the School concerning the academic sufficiency of students under which students shall be permitted to pursue their studies in the School.
- 5.2E To prescribe by Regulation the requirements of the School concerning discipline and the formation and procedures of a Disciplinary Committee comprising not less than three of its number to hear appeals from students who have been suspended from their studies or expelled from the School by the Dean.
- 5.2F On the advice of the Management Board to prescribe the conditions governing the award of Doctorates, Degrees, Diplomas and Certificates of the School, the designations thereof and the examinations thereof and to make such awards.
- 5.2G On the advice of the Management Board to prescribe the conditions governing the award of Exhibitions, Scholarships, Bursaries, Studentships, Medals, Prizes and other honours of whatever nature.
- 5.2H Subject to the concurrence of the Management Board to appoint and admit Fellows, Honorary Fellows, Associates of the School and Emeritus Professors and to confer Honorary Degrees.
- 5.2I To determine fees, subscriptions and deposits.
- 5.2J To establish, maintain, administer and govern Halls of Residence and other buildings for the residence of staff and students of the School and to license and supervise other places of residence, study or office accommodation whether or not maintained by the School.
- 5.2K To promote an association of past students of the School and any organisation or association formed for the purposes of or dedicated to raising funds for the School.

- 5.2L To promote a Students' Association for the benefit of the students of the School.
- 5.2M To appoint and determine the remuneration of the Auditor.
- 5.2N To select and control the use and custody of the Seal
- 5.2O From time to time at any meeting of the Governing Body to make, amend or revoke Regulations for the conduct of the business or affairs of the School: Provided that notice of an intention to propose any amendment to or revocation of the existing Regulations or the making of any new Regulations shall have been given in the notice calling such a meeting.
- 5.2P To appoint the Dean, the Dean's deputies, the Treasurer, the Secretary of the School and the Secretary of the Governing Body upon such conditions as the Governing Body may think fit and to agree with the Dean the general terms and conditions regulating the employment of the staff of the School.
- 5.2Q To enter into, and give effect to, agreements or arrangements of any kind with, or in relation to, other charitable institutions whose objects are not repugnant to the Charter or these Statutes whereby:
- 5.2Qa Activities shall be carried on in co-operation by means of joint boards, ventures or otherwise; or
- 5.2Qb any such institution shall become incorporated in, federated or affiliated to, associated with, or recognised for any purpose by the School, or the School shall become affiliated to, associated with or recognised for any purpose by any such institution; or
- 5.2Qc the members, staff or students of the School and any such body as aforesaid, or the courses of study provided by the School and any such body as aforesaid, shall be recognised for any purpose by the School and any such body.
- 5.2R To do all such other acts and things as are necessary for the transaction of the business of the School on the furtherance of its objects.
- 5.3 Subject to the conditions or provisions (if any) attached by the donor thereof to any gift from which the same are derived moneys and funds of the School may be invested in such manner as the Governing Body shall from time to time think fit, whether within the United Kingdom of Great Britain and Northern Ireland or not, including the purchase of land of any tenure or any interest therein: Provided that in the case of money or funds held by the School as trustee the powers conferred by this Statute shall be exercised subject to the provisions of the law relating to trustees.
- 5.4 The Governing Body may by Regulation prescribe procedures for the hearing of appeals against any decision which it may take under the provisions of this Statute.
- 5.5 Subject to the provisions of the Charter and these Statutes, the Governing Body may delegate upon such conditions as it may from time to time determine any of its powers and duties to the Dean or the Management Board or the Faculty Board or to committees formed from its own number or otherwise appointed, or to other Officers of the School. Such committees may only delegate further if specifically empowered to do so by the Governing Body.

6 POWER TO BIND THE SCHOOL

Only members of the Governing Body, the Secretary and the Treasurer and members of staff duly authorised by the Treasurer in writing shall have power to enter into contracts on behalf of the School.

7 POWERS OF CHAIRMEN

The Chairmen of the Governing Body, the Management Board, the Faculty Board and all committees shall be empowered to take action on behalf of those bodies, in any matters being in their opinion either urgent (but not of sufficient importance to justify a Special Meeting of the appropriate body) or non-contentious. Such action shall be reported to the appropriate body at its next meeting.

8 THE AUDITOR

8.1 The Governing Body shall appoint an Auditor. Such Auditor shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by the Secretary of State for Trade and Industry for the purposes of the Companies Acts or any statutory amendment thereto. No person shall be appointed or remain Auditor who is or any one of whose partners is a Member of the Governing Body or the Staff of the School.

8.2 The Auditor shall hold office for such period as the Governing Body may think fit and shall be eligible for re-appointment, and shall receive such remuneration as may be determined from time to time by the Governing Body.

8.3 The Auditor shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the School and shall be entitled to require such information and explanation as may be necessary for the performance of his duties.

8.4 The Auditor shall make a report to the Governing Body at least once in each year.

8.5 If the office of Auditor shall become vacant by his death or resignation or any other cause before the expiration of his period of office, the Governing Body shall forthwith appoint an Auditor in his place for the remainder of such period.

8.6 The Auditor may resign by notice in writing addressed to the Secretary of the School.

9 LONDON BUSINESS SCHOOL ALUMNI ASSOCIATION

The School shall promote on such terms as it thinks fit the London Business School Alumni Association.

10 STUDENTS' ASSOCIATION

The Students' Association shall consist of all students of the School reading for Degrees or Diplomas, together with such other persons as under its Constitution it may determine. It shall conduct its affairs, administer its finances and elect its Officers in accordance with the terms of its Constitution, which together with any amendments thereto, shall require the approval of the Governing Body.

11 ACADEMIC STAFFPART I CONSTRUCTION, APPLICATION AND INTERPRETATION(1) Construction

This Statute and any Regulation made under this Statute shall be construed in every case to give effect to the following guiding principles, that is to say:

- (a) to ensure that academic staff 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;
- (b) to enable the School to provide education, promote learning and engage in research efficiently and economically; and
- (c) to apply the principles of justice and fairness.

(2) Reasonableness of decisions

No provision in Part II or Part III shall enable the body or person having the duty to reach a decision under the relevant Part to dismiss any member of the academic staff unless the reason for his dismissal may in the circumstances (including the size and administrative resources of the School) reasonably be treated as a sufficient reason for dismissing him.

(3) Application

(A) This Statute shall apply:

- (a) to the persons described as Academic Staff in Statute 1(2);
- (b) to the Secretary and the Treasurer;
- (c) to the persons described as Research Staff in Statute 1(2); and
- (d) to the Dean to the extent and in the manner set out in the Annex to this Statute.

(B) In this Statute any reference to "academic staff" is a reference to persons to whom this Statute applies.

Interpretation

(4) Meaning of "dismissal"

In this Statute "dismiss" and "dismissal" mean dismissal of a member of the academic staff and:

- (a) include remove or, as the case may be, removal from office; and
- (b) in relation to employment under a contract, shall be construed in accordance with section 55 of the Employment Protection (Consolidation) Act 1978.

(5) Meaning of "good cause"

(A) For the purposes of this Statute "good cause" in relation to the dismissal or removal from office or place of a member of the academic staff, being in any case a reason which is related to conduct or to capability or qualifications for performing work of the kind which the member of the academic staff concerned was appointed or employed to do, means:

- (a) conviction for an offence which may be deemed by a Tribunal appointed under Part III to be such as to render the person convicted unfit for the execution of the duties of the office or employment as a member of the academic staff; or
- (b) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or employment; or
- (c) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office; or
- (d) physical or mental incapacity established under Part IV.

(B) In this paragraph:

- (a) "capability", in relation to such a member, means capability assessed by reference to skill, aptitude, health or any other physical or mental quality; and
- (b) "qualifications", in relation to such a member, means any degree, diploma or other academic, technical or professional qualification relevant to the office or position held by that member.

(6) Meaning of "redundancy"

For the purposes of this Statute dismissal shall be taken to be a dismissal by reason of redundancy if it is attributable wholly or mainly to:

- (a) the fact that the School has ceased, or intends to cease, to carry on the activity for the purposes of which the member of the academic staff concerned was appointed or employed by the School, or has ceased, or intends to cease, to carry on that activity in the place in which the member concerned worked; or
- (b) the fact that the requirements of that activity for members of the academic staff to carry out work of a particular kind, or for members of the academic staff to carry out work of a particular kind in that place, have ceased or diminished or are expected to cease or diminish.

(7) Incidental, supplementary and transitional matters

- (A) In any case of conflict, the provisions of this Statute shall prevail over those of any other Statute and over those of any Regulations and the provisions of any Regulations made under this Statute shall prevail over those of any other Regulations:

Provided that Part III of and the Annex to this Statute shall not apply in relation to anything done or omitted to be done before the date on which the instrument making these modifications was approved under subsection (9) of section 204 of the Education Reform Act 1988.

- (B) Subject to Statute 7(6) nothing in any appointment made, or contract entered into, shall be construed as over-riding or excluding any provision made by this Statute concerning the dismissal of a member of the academic staff by reason of redundancy or for good cause;

Provided that nothing in this sub-paragraph shall prevent waivers made under section 142 of the Employment Protection (Consolidation) Act 1978 from having effect.

- (C) Nothing in any other Statute or in any Regulation made thereunder shall authorise or require any officer of the School to sit as a member of any Committee, Tribunal or body appointed under this Statute or to be present when any such Committee, Tribunal or body is meeting to arrive at its decision or for the purpose of discussing any point of procedure.
- (D) In this Statute references to numbered Parts, paragraphs, and sub-paragraphs are references to Parts, paragraphs, and sub-paragraphs so numbered in this Statute.

PART II REDUNDANCY(8) Purpose of Part II

This Part enables the Governing Body, as the appropriate body, to dismiss any member of the academic staff by reason of redundancy.

(9) Exclusion from Part II of persons appointed or promoted before 20th November 1987

- (A) Nothing in this Part shall prejudice, alter or affect any rights, powers or duties of the School or apply in relation to a person unless:
- (a) his appointment is made, or his contract of employment is entered into, on or after 20th November 1987; or
 - (b) he is promoted on or after that date.
- (B) For the purposes of this paragraph in relation to a person, a reference to an appointment made or a contract entered into on or after 20th November 1987 or to

promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.

The Appropriate Body

(10)

- (A) The Governing Body shall be the appropriate body for the purposes of this Part.
- (B) This paragraph applies where the appropriate body has decided that it is desirable that there should be a reduction in the academic staff:
 - (a) of the School as a whole; or
 - (b) of any subject area, research institute or other similar area of the School;by way of redundancy.

(11)

- (A) Where the appropriate body has reached a decision under paragraph 10(B) it shall appoint a Redundancy Committee to be constituted in accordance with sub-paragraph (C) of this paragraph to give effect to its decision by such date as it may specify and for that purpose:
 - (a) to select and recommend the requisite members of the academic staff for dismissal by reason of redundancy; and
 - (b) to report their recommendations to the appropriate body.
- (B) The appropriate body shall either approve any selection recommendation made under sub-paragraph (A), or shall remit it to the Redundancy Committee for further consideration in accordance with its further directions.
- (C) A Redundancy Committee appointed by the appropriate body shall comprise:
 - (a) a Chairman;
 - (b) two members of the Governing Body, not being persons employed by the School; and
 - (c) two members of the academic staff nominated by the Management Board.

(12) Notices of intended dismissal

- (A) Where the appropriate body has approved a selection recommendation made under paragraph 11(A) it may authorise an officer of the School as its delegate to dismiss any member of the academic staff so selected.

- (B) Each member of the academic staff selected shall be given separate notice of the selection approved by the appropriate body.
- (C) Each separate notice shall sufficiently identify the circumstances which have satisfied the appropriate body that the intended dismissal is reasonable and in particular shall include:
 - (a) a summary of the action taken by the appropriate body under this Part;
 - (b) an account of the selection processes used by the Redundancy Committee;
 - (c) a reference to the rights of the person notified to appeal against the notice and to the time within which any such appeal is to be lodged under Part V (Appeals); and
 - (d) a statement as to when the intended dismissal is to take effect.

PART III DISCIPLINE, DISMISSAL AND REMOVAL FROM OFFICE

(13) Disciplinary Procedures

- (A) Minor faults shall be dealt with informally.
- (B) Where the matter is more serious but falls short of constituting possible good cause for dismissal the following procedure shall be used:

Stage 1 - Oral Warning

If conduct or performance does not meet acceptable standards the member of the academic staff will normally be given a formal ORAL WARNING. The member will be advised of the reason for the warning, that it is the first stage of the disciplinary procedure and of the right of appeal under this paragraph. A brief note of the oral warning will be kept but it will be spent after 12 months, subject to satisfactory conduct and performance.

Stage 2 - Written Warning

If the offence is a serious one, or if a further offence occurs, a WRITTEN WARNING will be given to the member of the academic staff by the subject area chairman or research director. This will give details of the complaint, the improvement required and the timescale. It will warn that a complaint may be made to the Secretary seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 if there is no satisfactory improvement and will advise of the right of appeal under this paragraph. A copy of this written warning will be kept by the subject area chairman or research director but it will be disregarded for disciplinary purposes after 2 years subject to satisfactory conduct and performance.

Stage 3 - Appeals

A member of the academic staff who wishes to appeal against a disciplinary warning shall inform the Secretary within two weeks. The Faculty Dean shall hear all such appeals and his decision shall be final.

- (14) Preliminary examination of serious disciplinary matters
- (A) If there has been no satisfactory improvement following a written warning given under Stage 2 of the procedure in paragraph 13, or in any other case where it is alleged that conduct or performance may constitute good cause for dismissal or removal from office, a complaint seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 may be made to the Secretary who shall bring it to the attention of the Dean.
 - (B) To enable the Dean to deal fairly with any complaint brought to his attention under sub-paragraph (A) he shall institute such investigations or enquiries (if any) as appear to him to be necessary.
 - (C) If it appears to the Dean that a complaint brought to his attention under sub-paragraph (A) relates to conduct or performance which does not meet acceptable standards but for which no written warning has been given under paragraph 13 or which relates to a particular alleged infringement of rules, regulations or byelaws for which a standard penalty is normally imposed in the School or within the relevant subject area or research institute, or is trivial or invalid he may dismiss it summarily, or decide not to proceed further under this Part.
 - (D) If the Dean does not dispose of a complaint under sub-paragraph (C) he shall treat the complaint as disclosing a sufficient reason for proceeding further under this Part and, if he sees fit, he may suspend the member of full pay pending a final decision.
 - (E) Where the Dean proceeds further under this Part he shall write to the member of the academic staff concerned inviting comment in writing.
 - (F) As soon as may be following receipt of the comments (if any) the Dean shall consider the matter in the light of all the material then available and may:
 - (a) dismiss it himself; or
 - (b) refer it for consideration under paragraph 13; or
 - (c) deal with it informally himself if it appears to the Dean appropriate to do so and if the member of the academic staff agrees in writing that the matter should be dealt with in that way; or
 - (d) direct the Secretary to prefer a charge or charges to be considered by a Tribunal to be appointed under paragraph 16.
 - (G) If no comment is received within 28 days the Dean may proceed as aforesaid as if the member concerned had denied the substance and validity of the alleged case in its entirety.

(15) Institution of Charges

- (A) In any case where the Dean has directed that a charge or charges be preferred under paragraph 14(F)(d), he shall request the Governing Body to appoint a Tribunal under paragraph 16 to hear the charge or charges and to determine whether the conduct or performance of the member of the academic staff concerned constitutes good cause for dismissal or otherwise constitutes a serious complaint relating to the member's appointment or employment.
- (B) Where the Governing Body has been requested to appoint a Tribunal under paragraph 16 the Secretary or, if he is unable to act, another officer appointed by the Dean shall take charge of the proceedings.
- (C) The officer in charge of the proceedings shall formulate, or arrange for the formulation of, the charge or charges and shall present, or arrange for the presentation of, the charge or charges before the Tribunal.
- (D) It shall be the duty of the officer in charge of the proceedings:
- (a) to forward the charge or charges to the Tribunal and to the member of the academic staff concerned together with the other documents therein specified, and
 - (b) to make any necessary administrative arrangements for the summoning of witnesses, the production of documents and generally for the proper presentation of the case before the Tribunal.

(16) The Tribunal

A Tribunal appointed by the Governing Body shall comprise:

- (a) a Chairman; and
- (b) one member of the Governing Body, not being a person employed by the School; and
- (c) one member of the academic staff nominated by the Management Board.

(17) Provisions concerning Tribunal procedure

- (A) The procedure to be followed in respect of the preparation, hearing and determination of charges by a Tribunal shall be that set out in Regulations made under this paragraph.
- (B) Without prejudice to the generality of the foregoing such Regulations shall ensure:

- (a) that the member of the academic staff concerned is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of charges by a Tribunal;
- (b) that a charge shall not be determined without an oral hearing at which the member of the academic staff concerned and any person appointed by him to represent him are entitled to be present;
- (c) that the member of the academic staff and any person representing the staff member may call witnesses and may question witnesses upon the evidence on which the case against him is based; and
- (d) that full and sufficient provision is made;
 - (i) for postponements, adjournments, dismissal of the charge or charges for want of prosecution, remission of the charge or charges to the Dean for further consideration and for the correction of accidental errors; and
 - (ii) for appropriate time limits for each stage (including the hearing) to the intent that any charge thereunder shall be heard and determined by a Tribunal as expeditiously as reasonably practicable.

(18) Notification of Tribunal decisions

- (A) A Tribunal shall send its decision on any charge referred to it (together with its findings of fact and the reasons for its decision regarding that charge and its recommendations, if any, as to the appropriate penalty) to the Dean and to each party to the proceedings.
- (B) A Tribunal shall draw attention to the period of time within which any appeal should be made by ensuring that a copy of Part V (Appeals) accompanies each copy of its decision sent to a party to the proceedings under this paragraph.

(19) Powers of the appropriate officer where charges are upheld by Tribunal

- (A) Where the charge or charges are upheld and the Tribunal finds good cause and recommends dismissal or removal from office, but in no other case, the appropriate officer shall decide whether or not to dismiss the member of the academic staff concerned.
- (B) In any case where the charge or charges are upheld, other than where the appropriate officer has decided under sub-paragraph (A) to dismiss the member of the academic staff concerned, the action available to the appropriate officer (not comprising a greater penalty than that recommended by the Tribunal) may be:
 - (a) to discuss the issues raised with the member concerned; or
 - (b) to advise the member concerned about his future conduct; or
 - (c) to warn the member concerned; or

- (d) to suspend the member concerned for such period as the appropriate officer shall think fair and reasonable, not to exceed 3 months after the Tribunal's decision; or
- (e) any combination of any of the above or such further or other action under the member's contract of employment or terms of appointment as appears fair and reasonable in all the circumstances of the case.

(20) Appropriate officers

- (A) The Dean shall be the appropriate officer to exercise the powers conferred by paragraph 19 and any reference to the appropriate officer includes a reference to a delegate of that officer.
- (B) Any action taken by the appropriate officer shall be confirmed in writing.

PART IV REMOVAL FOR INCAPACITY ON MEDICAL GROUNDS

(21)

- (A) This Part makes separate provision for the assessment of incapacity on medical grounds as a good cause for dismissal or removal from office.
- (B) In this Part references to medical grounds are references to capability assessed by reference to health or any other physical or mental quality.
- (C) In this Part references to the appropriate officer are references to the Dean or an officer acting as his delegate to perform the relevant act.
- (D) References to the member of the academic staff include, in cases where the nature of the alleged disability so requires, a responsible relative or friend in addition to (or instead of) that member.

(22)

- (A) Where it appears that the removal of a member of the academic staff on medical grounds would be justified, the appropriate officer:
 - (a) shall inform the member accordingly; and
 - (b) shall notify the member in writing that it is proposed to make an application to the member's doctor for a medical report and shall seek the member's consent in writing in accordance with the requirements of the Access to Medical Reports Act 1988.
- (B) If the member shares that view the School shall meet the reasonable costs of any medical opinion required.

- (C) If the member does not share that view the appropriate officer shall refer the case in confidence, with any supporting medical and other evidence (including any medical evidence submitted by the member), to a Board comprising one person nominated by the Governing Body; one person nominated by the member concerned or, in default of the latter nomination, by the Management Board; and a medically qualified chairman jointly agreed by the Governing Body and the member or, in default of agreement, to be nominated by the President of the Royal College of Physicians.
- (D) The Board may require the member concerned to undergo medical examination at the School's expense.

(23) Termination of Employment

If the Board determines that the member shall be required to retire on medical grounds, the appropriate officer shall direct the Secretary or his delegate to terminate the employment of the member concerned on those medical grounds.

PART V APPEALS

(24) Purpose of Part V

This Part establishes procedures for hearing and determining appeals by members of the academic staff who are dismissed or under notice of dismissal or who are otherwise disciplined.

(25) Application and interpretation of Part V

(A) This part applies:

- (a) to appeals against the decisions of the Governing Body as the appropriate body (or of a delegate of that body) to dismiss in the exercise of its powers under Part II;
- (b) to appeals arising in any proceedings, or out of any decision reached, under Part III other than appeals under paragraph 13 (Appeals against disciplinary warnings);
- (c) to appeals against dismissal otherwise than in pursuance of Part II or Part III;
- (d) to appeals against discipline otherwise than in pursuance of Part III; and
- (e) to appeals against decisions reached under Part IV

and "appeal" and "appellant" shall be construed accordingly.

(B) No appeal shall however lie against:

- (a) a decision of the appropriate body under paragraph 10(B);

- (b) the findings of fact of a Tribunal under paragraph 18(A) save where, with the consent of the person or persons hearing the appeal, fresh evidence is called on behalf of the appellant at that hearing;
 - (c) any finding by a Board set up under paragraph 22(C).
- (C) In this Part references to "the person appointed" are references to the person appointed by the Governing Body under paragraph 28 to hear and determine the relevant appeal.
- (D) The parties to an appeal shall be the appellant and the Secretary and any other person added as a party at the direction of the person appointed.

(26) Institution of Appeals

A member of the academic staff shall institute an appeal by serving on the Secretary, within the time allowed under paragraph 27, notice in writing setting out the grounds of the appeal.

(27) Time for appealing and notices of appeal

- (A) A notice of appeal shall be served within 28 days of the date on which the document recording the decision appealed from was sent to the appellant or such longer period, if any, as the person appointed may determine under sub-paragraph (C).
- (B) The Secretary shall bring any notice of appeal received (and the date when it was served) to the attention of the Governing Body and shall inform the appellant that he has done so.
- (C) Where the notice of appeal was served on the Secretary outside the 28 day period the person appointed under paragraph 28 shall not permit the appeal to proceed unless he considers that justice and fairness so require in the circumstances of the case.

(28) Persons appointed to hear and determine appeals

- (A) Where an appeal is instituted under this Part the Governing Body shall appoint a person described in sub-paragraph (B) to hear and determine that appeal.
- (B) The persons described in this sub-paragraph are:
 - (a) a person who is the Visitor of the School; or
 - (b) a person not employed by the School holding, or having held, judicial office or being, a barrister or solicitor of at least ten years' standing.
- (C) The person appointed shall sit alone unless he considers that justice and fairness will best be served by sitting with two other persons.

- (D) The other persons who may sit with the person appointed shall be:
- (a) one member of the Governing Body not being a person employed by the School; and
 - (b) one member of the academic staff nominated by the Management Board.
- (29) Provisions concerning appeal procedures and powers
- (A) The procedure to be followed in respect of the preparation, consolidation, hearing and determination of appeals shall be that set out in Regulations made under this paragraph.
- (B) Without prejudice to the generality of the foregoing such Regulations shall ensure:
- (a) that an appellant is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of his appeal;
 - (b) that an appeal shall not be determined without an oral hearing at which the appellant, and any person appointed by him to represent him are entitled to be present and, with the consent of the person or persons hearing the appeal, to call witnesses;
 - (c) that full and sufficient provision is made for postponements, adjournments, dismissal of the appeal for want of prosecution and for the correction of accidental errors; and
 - (d) that the person appointed may set appropriate time limits for each stage (including the hearing itself) to the intent that any appeal shall be heard and determined as expeditiously as reasonably practicable.
- (C) The person or persons hearing the appeal may allow or dismiss an appeal in whole or in part and, without prejudice to the foregoing, may:
- (a) remit an appeal from a decision under Part II to the Governing Body as the appropriate body (or any issue arising in the course of such an appeal) for further consideration as the person or persons hearing the appeal may direct; or
 - (b) remit an appeal arising under Part III for re-hearing by a differently constituted Tribunal to be appointed under that Part; or
 - (c) remit an appeal from a decision of the appropriate officer under Part IV for further consideration as the person or persons hearing the appeal may direct; or
 - (d) substitute any lesser alternative penalty that would have been open to the appropriate officer following the finding by the Tribunal which heard and pronounced upon the original charge or charges.

(30) Notification of decisions

The person appointed shall send the reasoned decision, including any decision reached in exercise of his powers under paragraph 29(C)(a), (b) or (c), on any appeal together with any findings of fact different from those come to by the Governing Body as the appropriate body under Part II or by the Tribunal under Part III, as the case may be, to the Dean and to the parties to the appeal.

Part VI GRIEVANCE PROCEDURES(31) Purpose of Part VI

The aim of this Part is to settle or redress individual grievances promptly, fairly and so far as may be, within the subject area, research institute or other relevant area by methods acceptable to all parties.

(32) Application

The grievances to which this Part applies are ones by members of the academic staff concerning their appointments or employment where those grievances relate:

- (a) to matters affecting themselves as individuals; or
- (b) to matters affecting their personal dealings or relationships with other staff of the School;

not being matters for which express provision is made elsewhere in this Statute.

(33) Exclusions and Informal Procedures

- (A) If other remedies within the school, department or other relevant area have been exhausted the member of the academic staff may raise the matter with the Faculty Dean of the subject area, research institute or other relevant area.
- (B) If the member of the academic staff is dissatisfied with the result of an approach under sub-paragraph (A) or if the grievance directly concerns the chairman of the subject area or director of the research institute or head of any other relevant area, the member may apply in writing to the Dean for redress of the grievance.
- (C) If it appears to the Dean that the matter has been finally determined under Part III, IV or V or that the grievance is trivial or invalid, he may dismiss it summarily, or take no action upon it. If it so appears to the Dean he shall inform the member and the Grievance Committee accordingly.
- (D) If the Dean is satisfied that the subject matter of the grievance could properly be considered with (or form the whole or any part of):
 - (a) a complaint under Part III;

- (b) a determination under Part IV; or
- (c) an appeal under Part V

he shall defer action upon it under this Part until the relevant complaint, determination or appeal has been heard or the time for instituting it has passed and he shall notify the member and the Grievance Committee accordingly.

- (E) If the Dean does not reject the complaint under sub-paragraph (C) or if he does not defer action upon it under sub-paragraph (D) he shall decide whether it would be appropriate, having regard to the interests of justice and fairness, for him to seek to dispose of it informally. If he so decides he shall notify the member and proceed accordingly.

Grievance Committee Procedure

- (34) If the grievance has not been disposed of informally under paragraph 33(E), the Dean shall refer the matter to the Grievance Committee for consideration.
- (35) The Grievance Committee to be appointed by the Governing Body shall comprise:
 - (a) a Chairman (who may be a person who is the Visitor); and
 - (b) one member of the Governing Body not being a person employed by the School; and
 - (c) one member of the academic staff nominated by the Management Board.
- (36) Procedure in connection with determinations; and right to representation

The procedure in connection with the consideration and determination of grievances shall be determined in Regulations in such a way as to ensure that the aggrieved person and any person against whom the grievance lies shall have the right to be heard at a hearing and to be accompanied by a friend or representative.

- (37) Notification of decisions

The Committee shall inform the Governing Body whether the grievance is or is not well-founded and if it is well-founded the Committee shall make such proposals for the redress of the grievance as it sees fit.

ANNEX (Referred to in Paragraph 3(1)(d))

PROVISIONS AS TO THE DEAN

1. The Governing Body may request its Chairman to remove the Dean from office for good cause in accordance with the procedure described in this Annex.
 - (1) A complaint seeking the removal from office of the Dean for good cause may be made by not less than three members of the Governing Body to the Chairman of the Governing Body.
 - (2) If it appears to the Chairman of the Governing Body, on the material before him, that the complaint raises a prima facie case and that this could, if proved, constitute good cause for dismissal or removal from office he shall request the Governing Body to appoint a Tribunal to hear and determine the matter.
 - (3) If it appears to the Chairman of the Governing Body that a complaint made to him under sub-paragraph (1) does not raise a prima facie case or is trivial or invalid, he may recommend to the Governing Body that no further reaction be taken upon it.
 - (4) When the Governing Body has appointed a Tribunal under sub-paragraph (2) it shall instruct a solicitor or other suitable person to formulate a charge or charges and to present, or arrange for the presentation of, the charges before the Tribunal.
 - (5) A Tribunal appointed by the Governing Body shall comprise:
 - (a) an independent Chairman; and
 - (b) one member of the Governing Body, not being a person employed by the School; and
 - (c) one member of the academic staff.
 - (6) Subject to the principles of justice and fairness the Tribunal may determine its own procedure.
 - (7) The Tribunal shall send its reasoned decision on any charge referred to it together with its findings of fact regarding the charge and its recommendations, if any, as to the appropriate penalty to the Chairman of the Governing Body and to the Dean drawing attention to the period of time within which any appeal should be made.
 - (8) Persons appointed to hear such an appeal shall be:
 - (a) a person who is the Visitor of the School; or
 - (b) a person independent of the School holding, or having held, judicial office or being, a barrister or solicitor of at least 10 years' standing and the person so appointed shall, subject to the principles of justice and fairness, determine the procedure to be adopted in hearing the appeal.

- (9) A person appointed shall send the reasoned decision on the appeal, together with any findings of fact different from those come to by the Tribunal and his recommendations, if any, as to the appropriate penalty, to the Dean and to the Chairman of the Governing Body.
 - (10) Where a charge or charges have been upheld by the Tribunal and not dismissed on appeal, the Chairman of the Governing Body shall decide whether or not to dismiss the Dean.
2. Where a complaint is to be referred to a Tribunal under this Statute, the Chairman of the Governing Body may suspend the Dean from his duties and may exclude the Dean from the precincts of the School or any part thereof without loss of salary.
 3. "Good cause" in this Annex has the same meaning as in paragraph 5 of this Statute.
 4. For the purpose of the removal of the Dean for incapacity on medical grounds, Part IV of this Statute shall have effect subject to the following modifications:
 - (a) for references to a member of the academic staff there shall be substituted references to the Dean;
 - (b) for any reference to the office of Dean there shall be substituted a reference to the office of Chairman of the Governing Body; and
 - (c) for paragraph 23 there shall be substituted:

"23. If the Board determines that the Dean should be required to retire on medical grounds, it shall ask the Chairman as the appropriate officer, to decide whether or not to terminate the appointment of the Dean on those medical grounds."

ORDINANCE 1

MEMBERS OF THE SCHOOL

1. The following persons shall be members of the School:

The members of the Governing Body;

These Officers of the School namely: the Dean, each Deputy Dean, the Treasurer, the Secretary;

The members of the Management Board;

The members of the Academic Advisory Committee (while that Committee exists);

The members of the Faculty Board;

The members of the London Business School Association;

Students attending a course of study at the School of at least four weeks' duration;

Such other persons as shall from time to time be prescribed by decision of the Governing Body.

ORDINANCE 2

THE DEAN

1. The Dean shall be the Head of the School and its chief executive officer and shall be responsible to the Governing Body for:
 - a) promoting the academic policies, activities and standing of the School;
 - b) managing the financial affairs of the School; and
 - c) making the necessary arrangements for conducting the business of the School.
2. The Governing Body shall appoint the Dean after considering any views expressed by members of the Faculty Board and making such other enquiries as it deems necessary or desirable.
3. Subject to the provisions of the Charter and these Statutes, the Dean may admit as a student anyone having the requisite qualification in accordance with Regulations made by the Governing Body on the advice of the Management Board from time to time. The Dean may refuse to admit any person as a student without assigning any reason.
4. The Dean may in accordance with Regulations made by the Governing Body superintend the education and discipline of the students.
- 5A. The Dean may in accordance with Regulations made by the Governing Body, suspend or expel any student from any or all of his studies in the School for reasons of academic insufficiency, breach of discipline or otherwise. He shall ensure that the necessary action is taken forthwith under disciplinary or other appropriate procedure.
- 5B. The Governing Body shall by Regulation prescribe procedures for the hearing of appeals by its Disciplinary Committee against any decision which the Dean may take under the provision of this Statute.
- 6A. The Dean may remove, by reason of redundancy, any member of the staff of the School (other than a person whose appointment is made as a member of the academic staff to whom Statute 11 applies, or whose contract is entered into, or who is promoted on or after 20th November 1987):

Provided that the removal of a Professor to whom this paragraph applies shall not have effect until approved by the Governing Body.
- 6B. For the purposes of this paragraph in relation to a person, reference to an appointment made or a contract entered into on or after 20th November 1987 or to promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.
7. The Governing Body may by Regulation prescribe procedures for the hearing of appeals against any decision which the Dean may take under the provisions of this Ordinance.
8. The Dean shall have power to delegate any or all of his powers and duties to one of the Deputy Deans or to such Officer of the School or persons or bodies as he may think fit subject always to the provisions of Statute 11 and Ordinance 3 – The Deputy Deans.

ORDINANCE 3

THE DEPUTY DEAN(S)

1. The Governing Body shall appoint at least one Deputy Dean but not more than three Deputy Deans after considering any views expressed by the Dean and members of the Faculty Board and making such other enquiries as it deems necessary or desirable.
2. During a vacancy in the office of Dean or during his inability (as determined by the Governing Body) through illness, absence or any other cause to perform his duties and exercise his powers, one of the Deputy Deans (as determined by the Governing Body) shall have and exercise all the duties and powers of the Dean.

ORDINANCE 4

THE MANAGEMENT BOARD

1. The Management Board shall consist of the following persons:

A. EX OFFICIO MEMBERS

- (i) The Dean;
- (ii) Each Deputy Dean;
- (iii) The Treasurer;
- (iv) The Secretary;
- (v) The Faculty Dean.

B. APPOINTED MEMBERS

not more than twelve other members of the Faculty Board (of whom at least two must be Professors) to be appointed according to procedures to be determined by the Governing Body by Regulation.

- 2.1 Ex officio members of the Management Board shall remain members thereof for so long as they hold the relevant office.
- 2.2 Appointed members of the Management Board shall hold office in the first instance for one year but at the end of his period of membership any appointed member of the Management Board shall be eligible for re-appointment under the arrangements for nomination established by the Governing Body by Regulation.
- 3 The Faculty Dean shall be appointed by the Dean from amongst senior Academic Staff following consultation with the Faculty Board. The Faculty Dean may hold office as Deputy Dean.
- 4 The Chairman of the Management Board shall be the Dean or if he so wishes any of the Deputy Deans or the Faculty Dean.
- 5. The Management Board shall meet at least once during each academic term.
- 6. The quorum for a meeting of the Management Board shall be determined by Regulation but shall not be less than five of whom at least three shall be ex officio members or Professors.
- 7. Minutes shall be kept of all resolutions and proceedings of Meetings of the Management Board and of its committees and sub-committees and a Minute thereof signed by the Chairman of the meeting whereof it is a record or by the Chairman of the next meeting shall be prima facie evidence of the matters recorded therein.

8. Subject to the provisions of the Charter the duties of the Management Board shall be:
- A. To consider and advise the Governing Body upon all academic matters and questions affecting the educational policy of the School, the organisation, regulation and superintendence of teaching, examining, research, and courses of instruction, including the following:
 - (i) matters concerning academic co-operation between the School and any other body;
 - (ii) the overall allocation of resources to the various major programme areas of the School;
 - (iii) any actions necessary for the maintenance of high academic standards;
 - (iv) any other matter which may be referred to it by the Governing Body.
 - B. To consider and advise the Governing Body upon the general conditions and tenure of appointment of members of the academic staff.
 - C. To review periodically the development of long-term goals for the School and the development of new programmes.
 - D. To consider and advise the Governing Body on the institution of Degrees, Diplomas, Certificates and other academic distinctions and on the making, addition to, amendment and withdrawal of Regulations for schemes of study and examinations leading to such qualifications.
 - E. To confer and grant Degrees, Diplomas, Certificates and other academic distinctions on and to persons who shall have pursued a scheme of study or research approved by the Governing Body in a manner satisfactory to the Management Board and shall have passed the examinations of the School or otherwise satisfied the examiners under the conditions prescribed by the Regulations.
 - F. To confer Degrees upon members of the academic and other staff of the School under the conditions prescribed by the Regulations.
 - G. To determine what formalities and conditions shall attach to the conferment of Degrees and other distinctions.
 - H. On what the Management Board deems to be good cause to deprive persons of any Degrees or other distinctions or title conferred on them, and to revoke any Diplomas or Certificates granted to them by the School and to withdraw all privileges connected therewith.
 - I. With the approval of the Academic Advisory Committee (while that Committee exists) to make recommendations to the Governing Body to institute, reorganise or discontinue subject areas, institutes, departments or other academic sections of the School.
 - J. To recommend to the Governing Body from time to time the establishment of such posts on the academic staff and on the staff of the School Library as the Management Board considers necessary to the proper functioning of the School and to recommend the disestablishment of such posts.

- K. To review from time to time the conditions of service of all members of the academic staff and to make recommendations thereon to the Governing Body.
 - L. To define the functions of Deans of the School the Librarian and members of the academic staff.
 - M. To stipulate to which posts other than those of Professor, Associate Professor, Assistant Professor, Reader, Senior Lecturer, Lecturer and Assistant Lecturer appointment shall qualify a person to be a member of the academic staff.
 - N. To make recommendations to the Governing Body for appointments to personal Chairs.
 - O. To determine the conditions of appointment and service of examiners, to appoint internal examiners and to make recommendations to the Governing Body for the remuneration and appointment of external examiners.
 - P. To make recommendations to the Governing Body for the institution, subject to any conditions acceptable to the Advisory Board that might be made by the founders, of Fellowships, Studentships, Scholarships, Exhibitions, Bursaries, Prizes and other such grants for the encouragement of study and research, to determine the times, modes and conditions of competition therefor and to award the same.
 - Q. To discharge such other duties and functions connected with the School as the Governing Body may from time to time assign to it.
9. Subject to the provisions of the Charter and these Statutes the powers of the Management Board shall be governed by Regulation or decision of the Governing Body made in manner hereinbefore provided.
10. Subject to the provisions of the Charter and these Statutes, and to such powers as may be delegated to it by the Governing Body, the Management Board shall have power to establish advisory committees formed from its own number or otherwise upon such conditions as it may determine.

ORDINANCE 5

THE FACULTY BOARD

1. The Faculty Board shall consist of the following persons:
 - The Dean;
 - Each Deputy Dean;
 - The Treasurer;
 - The Secretary;
 - All full-time members of the academic staff;
 - All full-time members of the research staff designated as Senior Research Fellows or Research Fellows having in either case not less than one year's service or having a research contract with the School for a term of at least two years;
 - Such other categories of academic, research and other staff as the Faculty Board may from time to time determine;
 - Such members as the Faculty Board may co-opt;
 - Such number of students as shall be determined by the Faculty Board from time to time, provided that this number shall not exceed six and shall include not fewer than two postgraduate students
2. A co-opted or a student member of the Faculty Board shall remain a member thereof for the remainder of the academic year during which he became a member or for so long as he continues to serve in the capacity in which he became a member.
3. The Faculty Board shall meet at least once during each academic term.
4. Upon the written requisition of not fewer than fifteen members of the Faculty Board the Secretary to the Faculty Board shall convene a Special Meeting of the Faculty Board. Such requisition shall specify the object of the desired meeting and the Secretary of the Faculty Board shall within seven days after receipt of such requisition convene a Special Meeting to be held within fourteen days of the date of the notice convening the meeting for the purpose specified in the requisition.
5. The Chairman of the Faculty Board shall be the Dean or, if he so wishes, the Chairman may be elected from amongst the members of the Faculty Board before its first meeting in each academic year and shall be eligible for re-election. Student members shall not be eligible to stand for the office of or vote in the election of the Chairman. Co-opted members shall not be eligible to stand for the office of Chairman nor shall they be eligible to vote in relation to the election of the Chairman or in relation to any other matter whatsoever. In the absence of the Chairman the chair shall be taken by such one of the members present as those members may appoint.

6. The Dean shall have the right to be ex officio a member of every committee of the Faculty Board.
7. The quorum for a meeting of the Faculty Board shall be determined by Regulation but shall not be less than ten.
8. Minutes shall be kept of all resolutions and proceedings of meetings of the Faculty Board and of its committees and sub-committees and a minute thereof signed by the Chairman of the Meeting whereof it is a record or by the Chairman of the next meeting shall be prima facie evidence of the matters recorded therein.
9. Subject to the provisions of the Charter the duties of the Faculty Board shall be:
 - A. To consider and advise the Management Board upon all academic matters and questions effecting the educational policy of the School, the organisation of teaching, examining, research, and courses of instruction.
 - B. To consider and advise the Management Board upon the general conditions and tenure of appointment of members of the academic staff.
 - C. To discharge such duties and functions connected with the School as the Governing Body may from time to time assign to it.
 - D. To elect and nominate as and when necessary members to the Governing Body in accordance with Statute 2 (1) (C).
10. Subject to the provisions of the Charter and these Statutes the powers of the Faculty Board shall be governed by Regulation or decision of the Governing Body made in manner hereinbefore provided.
11. Subject to the provisions of the Charter and these Statutes, and to such powers as may be delegated to it by the Governing Body, the Faculty Board shall have power to establish advisory committees formed from its own number or otherwise upon such conditions as it may determine.

ORDINANCE 6

THE SECRETARY AND THE TREASURER

1. The Secretary and the Treasurer shall be appointed by the Governing Body after consultation with the Dean and each of them shall hold office for such period and upon such conditions as the Governing Body may determine.
2. The Treasurer shall be responsible to the Governing Body for superintending the financial affairs of the School and for such other duties as the Governing Body may assign to him.
3. The Treasurer may designate any member or members of the staff as having authority to sign cheques and receipts on behalf of the School and he may wholly or partly delegate his power of designation to the Secretary.
4. Without prejudice to the rights of the holders of the offices of Treasurer and Secretary of the School the Governing Body may combine such offices at any time in one person and this Statute shall be construed accordingly.

ORDINANCE 7

FELLOWS, HONORARY FELLOWS AND ASSOCIATES

1. The Governing Body may after consulting the Management Board confer the titles of Fellow, Honorary Fellow, Associate of the School and Emeritus Professor.
2. The Governing Body may confer the title of Fellow of the School on any present or former member of staff or student of the School, who has attained distinction in business or commerce, the arts, literature, science, the professions or public life.
3. The Governing Body may confer the title of Honorary Fellow of the School on any person who has rendered exceptional service to the School or attained outstanding distinction in business or commerce, the arts, literature, science, the professions or public life.
4. The Governing Body may confer the title of Associate of the School on any person, other than a member of the staff, who has made a significant contribution to the work of the School.

ORDINANCE 8

STUDENT MEMBERSHIP

1. Student Members elected to the Faculty Board as provided in these Statutes shall be registered full-time degree or diploma students of the School and their membership of the Faculty Board shall terminate if they cease to be registered students of the School. The Governing Body after consulting the Students' Association shall make Regulations governing the election of Student Members with the purpose that the persons thus elected shall be fully representative of the student body.
2. Student Members of the Faculty Board shall not participate in the consideration of reserved areas of business. Reserved areas of business include appointments, promotions and other matters affecting the personal affairs of individual members of staff of the School, and the admission and academic assessment of individual students. Papers for consideration at any such meeting, and Minutes and other records relating to such matters, shall not at any time be available to a Student Member. The Chairman of the meeting may decide in any case of doubt whether a matter is one to which this paragraph applies and his decision shall be final.
3. Student Members of committees and boards other than the Faculty Board shall satisfy and comply with such Regulations as the Governing Body may from time to time determine.

ORDINANCE 9

DECLARATIONS OF INTERESTS

1. Any member of Governing Body who has a financial or other interest, either directly or through a spouse, business partner, unmarried partner or close relative, in a matter under discussion at a meeting of the Governing Body or one of its committees shall declare that interest before that matter is considered by the meeting.
2. All such declarations of interest shall be recorded in the minutes of the meeting.
3. The Chairman of the meeting may require a member of Governing Body who has declared an interest in a matter to withdraw from the meeting during the discussion of that matter and/or not to vote on any resolution relating to that matter

ORDINANCE 10

PROCEDURES FOR THE APPOINTMENT OF NON-GOVERNORS TO GOVERNING BODY COMMITTEES

Approved by Nominations Committee on 17 November 2011 and by Governing Body on 2 February 2012

1. The nomination of a non-Governor for membership of a Governing Body Committee can be made by a member of the Governing Body, the non-Governor him or herself, or any member of the School community.
2. The nomination will be considered by the Nominations Committee, which will make a recommendation on membership to Governing Body on the basis of the expertise which the non-Governor would bring to the work of the Committee to which they have been nominated.
3. Members of the Governing Body shall at all times constitute a majority of the membership of all Governing Body Committees with the exception of the Campaign Committee.
4. A Non-Governor shall not be permitted to be appointed as Chairman of any Governing Body Committee
5. Non-Governors shall be appointed as members of a Governing Body Committee for an initial period of one year, which can be extended for a further two years by a decision of the Nominations Committee following consultation with the Chairman of the relevant Committee.
6. At the end of a three year term of membership a non-Governor shall be eligible to be reappointed in the same capacity for a further term of up to three years. As a general principle continuous service by any non-Governor beyond three terms of three years is not desirable. However, exceptions to the principle, explained appropriately, are permitted because of the need to retain a particular skill or expertise.

ORDINANCE 11

PROCEDURE FOR THE APPOINTMENT OF THE CHAIRMAN OF THE GOVERNING BODY

Approved by Governance and Nominations Committee on 7 June 2013 and by Governing Body on 1 July 2013

1. When a vacancy occurs in the office of Chairman of the Governing Body, the Governing Body shall appoint a Chairman's Nomination Committee to consider the appointment which shall have the following membership:

Chairman: Deputy Chairman of Governing Body*

Members: Chairman of Finance Committee (ex officio)

Chairman of Audit and Risk Committee (ex officio)

Faculty Representative (drawn from pool of 4 representatives on Governing Body)

Secretary: The School Secretary

* or another lay Member of the Governance and Nominations Committee should the Deputy Chairman wish to put his/her name forward as Chairman

2. The Chairman's Nomination Committee shall undertake appropriate consultation and make a recommendation to the Governing Body for approval.