
STATUTORY INSTRUMENTS

1995 No. 471 (S.32)

EDUCATION, SCOTLAND

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

Made - - - - 24th February 1995

Laid before Parliament 28th February 1995

Coming into force - - 21st March 1995

At the Council Chamber, Whitehall, the 24th day of February 1995

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

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

PART I

CITATION, COMMENCEMENT AND INTERPRETATION

Citation and commencement

1. This Order may be cited as the Edinburgh College of Art (Scotland) Order of Council 1995 and shall come into force on 21st March 1995.

Interpretation

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

“Academic Council” means the body of persons appointed in accordance with article 45;

“Co-opted Membership” means the membership of the Board of Governors appointed in accordance with article 5;

“Core Membership” means the membership of the Board of Governors appointed in accordance with article 4;

“establishment of further education” means a College of further education as defined in section 36(1) of the Act;

“establishment of higher education” means an Institution within the higher education sector as defined in section 56(2) of the Act;

“Governor” means a member of the Board of Governors;

“Principal” means the Principal or any person authorised, whether for the purposes of this Order or otherwise, for the time being to act as Principal of the College and “Vice-Principal” shall be construed accordingly;

“Secretary” means the Secretary for the time being of the College;

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

“the Board of Governors” means the Governors of the Edinburgh College of Art constituted and incorporated by the 1959 Order;

“the College” means the Edinburgh College of Art being an institution designated under section 44 of the Act;

“the 1959 Order” means the Edinburgh College of Art Order 1959(2);

“the 1988 Regulations” means the Central Institutions (Scotland) Regulations 1988(3).

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

PART II

BOARD OF GOVERNORS

Composition of the Board of Governors

3. The Board of Governors shall be composed of a Core Membership appointed in accordance with article 4 and a Co-opted Membership appointed in accordance with article 5.

Core Membership

4.—(1) The Core Membership of the Board of Governors shall be composed of—

- (a) Governors of a number determined in accordance with paragraph (2), being not less than 9 and not more than 13, who shall be appointed by the Core Membership from among persons appearing to them to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession;
- (b) the Principal, the Vice-Principal and the President of the Students' Representative Council in the College, as Governors *ex officio*; and
- (c) staff Governors appointed as follows—
 - (i) one who shall be appointed by the Academic Council from among the members of the full-time academic staff of the College who are members of the Academic Council;

(2) Confirmed by, and set out in the Schedule to, the [Edinburgh College of Art Confirmation Act 1959 \(c.xxxiv\)](#): the relevant amending instruments are S.I.1965/1251, S.I. 1988/1715 and S.I. 1990/2202.

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

- (ii) one who shall be elected by the full-time academic staff of the College from among such staff; and
- (iii) one who shall be elected by the full-time non-academic staff of the College from among such staff.

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

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

(4) Where a resolution under paragraph (2) increases the number of Governors to be appointed under paragraph (1)(a), subject to the limits stated in that paragraph, the Core Membership of the Board of Governors shall make additional appointments accordingly.

Co-opted Membership

5.—(1) The Board of Governors shall co-opt, subject to paragraph (2), not less than 2 and not more than 6 persons to serve as Governors, which Co-opted Membership shall include—

- (a) at least one person having experience of local government; and
- (b) at least one person from the full-time academic staff of another establishment of further or higher education.

(2) The Board of Governors may co-opt more than 2 Governors only if upon such co-option the Governors appointed under article 4(1)(a) remain in overall majority in the Board of Governors.

Election of certain Governors

6.—(1) The Board of Governors shall—

- (a) after consultation with the full-time academic staff of the College make rules for the election of Governors to be elected by the full-time academic staff from among such staff under article 4(1)(c)(ii); and
- (b) after consultation with the full-time non-academic staff of the College, make rules for the election of the Governors to be elected by the full-time non-academic staff from among such staff under article 4(1)(c)(iii).

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

(3) The Board of Governors shall be responsible for the holding and conduct of any election to be held for the appointment of Governors under article 4(1)(c)(ii) or (iii).

Appointment of Chairman and Vice-Chairman

7.—(1) The Board of Governors shall appoint a Chairman and a Vice-Chairman from among the Governors appointed under article 4(1)(a).

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

- (a) he shall hold office until the expiry of such period as may be determined by the Board of Governors;
- (b) the period of his office shall not extend beyond his period of office as Governor;
- (c) he may resign from office;

- (d) he may be removed from office by resolution of the Board of Governors; and
- (e) he shall cease to hold office if he is deemed to have vacated office as a Governor under article 11.
- (a) (3) (a) The Chairman shall preside at meetings of the Board of Governors, and in his absence the Vice-Chairman shall preside; and
- (b) in the absence of both the Chairman and the Vice-Chairman, the Board of Governors may appoint one from among the Governors appointed under article 4(1)(a) to preside at any meeting.

Period of office of Governors

8.—(1) Any Governor *ex officio* specified in article 4(1)(b) shall hold the office of such Governor for the duration of his tenure of the office by virtue of which he is such Governor.

(2) Any Governor appointed to the Board of Governors under article 4(1)(a) or (c) or co-opted to it under article 5 may be further appointed or co-opted to it on expiry of his term of office, if he is still eligible in accordance with this Order and his appointment is not precluded by paragraph (3).

(3) A person shall not be appointed or co-opted to the Board of Governors where his term of office, if aggregated with any previous terms of office, would cause him to serve for more than 12 years as Governor.

(4) For the purposes of paragraph (3), a term of office shall include any term of office as a Governor, whether served before or after the coming into force of this Order, and whether taken by appointment under article 4(1)(a) or (c) or co-option under article 5, or otherwise, but not any term of office served *ex officio*.

(5) The Board of Governors shall make rules for the duration of the terms of office of Governors appointed under article 4(1)(a) or (c) or co-opted under article 5, which rules may be revoked and replaced, or varied, by further rules made by the Board of Governors:

Provided that:

- (a) no Governor shall be appointed or co-opted for a term of office of more than four years; and
- (b) no variation or revocation of rules for the duration of the terms of office of Governors shall have effect so as to vary or terminate the period of office of any person who is a Governor at the time when the said variation or revocation takes effect.

Age limit for Governors

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

Provided that nothing in this article shall prohibit a person who attains the said age during a term of office as a Governor from continuing as a Governor until the expiry of that term.

Ineligibility of staff to be Governors

10. A person shall be ineligible to be appointed or co-opted as a Governor or, where appropriate, to remain in office as a Governor other than in the case of a Governor *ex officio* or a Governor appointed in accordance with article 4(1)(c), if he is a member of the staff of the College.

Vacation of office of Governor

11. A Governor shall be deemed to have vacated his office as Governor and the Board of Governors of which he was a member shall declare his place vacant, in any of the following circumstances:—

- (a) where he intimates in writing to the Board of Governors his resignation as a Governor;
- (b) where his estate is sequestrated or a bankruptcy order is made against him or he has granted a trust deed for, or entered into an arrangement with, his creditors;
- (c) where he becomes unable to carry out his duties as a Governor by reason of physical or mental illness;
- (d) where he has failed to attend any meetings of the Board of Governors or any of its committees or sub-committees for a period longer than six consecutive months otherwise than for a reason approved by the Board of Governors;
- (e) in the case of a staff Governor whose appointment falls to be made under article 4(1)(c) either from among the members of the Academic Council or from the full-time academic or non-academic staff of the College, when he ceases to be a member of the Academic Council or the full-time academic or non-academic staff, as the case may be; or
- (f) where in accordance with article 10 he becomes ineligible to remain in office as a Governor.

Filling of vacancies

12.—(1) Where the place of a Governor who has been appointed to the office of Governor under article 4(1)(a) has been declared vacant under article 11, or where such a Governor has died, the Core Membership shall appoint a Governor to fill the vacancy.

(2) Where the place of a Governor who has been appointed to the office of Governor under article 4(1)(c) has been declared vacant under article 11, or where such a Governor has died—

- (a) in the case of a Governor appointed under article 4(1)(c)(i), the Board of Governors shall intimate the vacancy to the Academic Council who shall appoint a Governor to fill the vacancy; and
- (b) in the case of a Governor elected under article 4(1)(c)(ii) or (iii) an election shall be held to fill the vacancy in accordance with article 6 and the relevant rules made under it.

(3) Where the place of a Governor who has been co-opted to the office of Governor under article 5 has been declared vacant under article 11, or where such a Governor has died, the Board of Governors shall co-opt a Governor to fill the vacancy if that is necessary to satisfy the requirements of article 5(1), and in other cases may so co-opt a Governor in accordance with article 5.

PART III

POWERS AND DUTIES OF BOARD OF GOVERNORS

Maintenance of College

13. The Board of Governors shall maintain and conduct the College for providing instruction and education in art and design, in environmental studies and in related subjects.

General Powers

14. The Board of Governors may, for the purpose of enabling or assisting them in carrying out any of the duties incumbent upon them in terms of article 13 hereof:—

- (a) apply any of the assets of the College in the purchase of heritable or leasehold property in any part of the United Kingdom;
- (b) sell, feu or excamb any of the heritable property of the College at any time;
- (c) administer and manage any heritable or real property forming part of the assets of the College and without prejudice to the foregoing generality—
 - (i) repair, alter, renew and improve the same and erect additional buildings and structures;
 - (ii) grant, vary and terminate leases and rights of tenancy or occupancy;
 - (iii) plant, thin and cut down timber and work or let minerals; and
 - (iv) furnish and equip any such property;
- (d) redeem any debts, obligations, burdens, securities or any restrictions in any way affecting the lands or buildings from time to time held by the Board of Governors.

Power to charge fees

15. The Board of Governors may charge such reasonable fees for attendance at the College as they think fit.

Arrangements for inter-change of students

16. The Board of Governors may enter into and carry out arrangements:

- (a) for providing in the College instruction and education in art and design, in environmental studies and in related subjects for students of other educational institutions; and
- (b) for students of the College as part of or in connection with their course of instruction and education in art and design, in environmental studies and in related subjects to attend classes in other educational institutions or to attend such other establishments (including commercial or industrial establishments) as the Board of Governors may determine.

Co-operation with other institutions etc.

17. The Board of Governors may enter into arrangements or co-operate with any persons, educational institutions or associations having educational objects wholly or in part similar to those of the College for the purposes of or incidental to the educational work of the College upon such terms and conditions as they think fit.

Appointment of Staff

18. The Board of Governors shall from time to time appoint a Principal of the College and a person or persons to be Secretary or Treasurer or Secretary and Treasurer of the College and shall also make arrangements for the appointment upon such terms and conditions as they think proper of such teaching and administrative and other staff as they consider necessary.

Management of College

19. The Board of Governors may make such arrangements as they may think fit from time to time for the management, upkeep and administration of the College and the buildings belonging to it including the provision and administration of classrooms, lecture halls and laboratories and

workshops and of hostels for students, of a dining hall for staff and students and of a shop for the sale of materials required by the students in connection with the courses of instruction in the College and of exhibition and gallery space for the exhibition and display of the work of the students and others.

Recreation facilities

20. The Board of Governors may provide, lay out, equip and maintain playing fields and other accommodation for sports and recreations for use in connection with the College.

Award of Diplomas etc.

21. The Board of Governors may grant diplomas and certificates under the common seal to students of the College upon such conditions and under such regulations as they may make from time to time.

Students' Representative Council

22.—(1) The Board of Governors shall, in consultation with representatives of the students attending the College, maintain a scheme for the constitution and functions of a Students' Representative Council in the College and such scheme shall provide for the making of representations to the Board of Governors by the said Council.

(2) The said scheme may after consultation as aforesaid be from time to time amended or varied by the Board of Governors.

Application of certain endowments

23.—(1) The endowments specified in Part I of the Third Schedule to the 1959 Order shall be held and administered by the Board of Governors as one endowment under the name of “the Edinburgh College of Art Prize Fund” (in this article referred to as “the fund”) and shall be administered in accordance with the provisions of this article.

(2) The Board of Governors after paying all expenses of management properly chargeable against the income of the fund and any taxes or other burdens affecting the fund shall apply the free income of the fund in each year in providing prizes in the form of gold medals or in such other form as the Board of Governors may from time to time determine for students of outstanding merit in the various schools or departments of the College including in particular the school of architecture and the department related to the work of goldsmiths and silversmiths and as far as possible the various prizes shall be associated with the following names:—

- (i) James Clason-Harvie;
- (ii) Alexander Dowell;
- (iii) Nancy Rosemary Henderson;
- (iv) Sir Robert Kirk Inches.

(3) In the event of there being any balance of income of the fund at the end of any financial year of the College such balance may in the discretion of the Board of Governors be carried forward to the next financial year or may be added to the capital of the fund or may be applied partly in the one and partly in the other of such ways.

Andrew Grant Bequest

24.—(1) The endowment as created and directed by a codicil dated the twelfth day of September nineteen hundred and eleven to the trust disposition and settlement dated the twenty fourth day of October eighteen hundred and ninety four of the late Andrew Grant and specified in Part II of the

Third Schedule to the 1959 Order and known as the Andrew Grant Bequest (in this article referred to as “the bequest”) shall be held and administered by the Board of Governors in accordance with the provisions of this article.

(2) The Board of Governors after paying all expenses of management properly chargeable against the income of the bequest and any taxes or other burdens affecting the bequest—

- (a) shall apply not less than four-fifths of the free income of the bequest in each year in providing scholarships or bursaries to deserving students of either sex of the College either during their College course or in the way of travelling scholarships or otherwise after their College course is finished under such regulations as the Board of Governors shall from time to time appoint; and
- (b) may apply so much of the remainder of the free annual income of the bequest in each year as is not applied in providing scholarships or bursaries as aforesaid—
 - (i) in defraying or assisting to defray the expenses of organised educational excursions for the benefit of students of the College including attendance at exhibitions of works of art or the expenses of arranging for exhibitions of works of art to be held at the College;
 - (ii) in providing or assisting in providing equipment and facilities for special study at the College;
 - (iii) in assisting the provision and development of sports activities at or in connection with the College; and
 - (iv) in assisting in the formation, maintenance and encouragement of clubs, societies and other organisations conducted for the benefit of students of the College.

(3) In the event of there being any balance of income of the bequest at the end of any financial year of the College, such balance may in the discretion of the Board of Governors be carried forward and added to or accumulated with the income of the next financial year or years or may be added to the capital of the bequest or may be applied partly in one and partly in the other of such ways.

Additional donations etc.

25.—(1) The Board of Governors may receive donations, legacies, annuities, subscriptions and other gifts for the purposes of the College or for purposes connected therewith.

(2) All donations, legacies, annuities, subscriptions and other gifts shall be applied in accordance with the directions of the respective testators or donors:

Provided that in the absence of any specific direction relating thereto the Board of Governors may add any such donation, legacy, annuity, subscription or other gift in whole or in part to the capital of any one or more of the endowments or apply the same in whole or in part towards defraying the expenditure of the Board of Governors in executing the purposes of this Order.

PART IV

FINANCIAL ARRANGEMENTS

Capital Expenditure

26. The Board of Governors may incur capital expenditure for any of the purposes of this Order to which Capital is properly applicable and may appeal for subscriptions or borrow money for the said purposes and may apply to such purposes the money received or borrowed by them.

Borrowing

27. The Board of Governors may borrow such sums as are necessary either for the purpose of providing for capital expenditure over a short or long term or for the purpose of providing for current expenditure of an annual nature in connection with any of the powers and duties of the Board of Governors and may grant over any part of the assets of the College whether heritable or moveable such security or securities as may be required to secure such borrowing.

Powers of Investment

28.—(1) The Board of Governors shall, for the purpose of enabling or assisting them in carrying out any of the duties incumbent upon them under this Order, have the powers of investment conferred upon trustees by the Trusts (Scotland) Act 1921(4) and the Trustee Investments Act 1961(5) and in addition to the said powers the Board of Governors may for the foregoing purpose:—

- (a) invest or re-invest the whole or any part of the assets of the College in or upon Bonds, Debentures, Debenture Stock or Guaranteed or Preference or Ordinary Stock or Unit or Investment Trust of any Local Authority or any Public or Private Company or Corporation in the United Kingdom, or elsewhere abroad, whatever or wherever situated its business may be, and pending a permanent investment may deposit the same in a Bank or Local Authority or any Registered Building Society or with any Company as above referred to, heritable and leasehold property investments, securities, insurance policies, deposits and other assets of whatever description whether producing income or not whether or not falling within the class of investments authorised for trust funds and wherever situated;
- (b) effect, maintain and acquire policies of insurance of whatever description;
- (c) carry on any business, whether alone or in conjunction or in partnership with any other persons, for such period as the Board of Governors may think proper; appoint or employ any trustee and any other person in any capacity in relation to such business and pay to them suitable remuneration for services, including pension provisions for any employees or their dependants; and delegate or entrust to any persons the control and management of such business to such extent as the Board of Governors may think fit;
- (d) sell, feu, excamb or otherwise dispose of any of the said investment assets or any part thereof or any business acquired or in the possession of the College which is being carried on or was acquired under the provisions of paragraph (c) above;
- (e) revocably delegate any power or powers of making, managing, realising or otherwise dealing with any investment or deposit comprised in the investment assets of the College to any person or persons upon such terms as to remuneration or otherwise as the Board of Governors may think fit;

(2) The Board of Governors may at any time vary any investment for or into others of any nature hereby authorised.

Accounts

29. The Board of Governors shall cause full accounts to be kept of the capital income and expenditure vested in, received by and expended by them.

(4) 1921 11 and 12 Geo. 5 c.58: section 4 was amended by section 4 of the Trusts (Scotland) Act 1961 (c. 57) and by section 10 of the Trustee Investments Act 1961 (c. 62).

(5) 1961 c. 62 to which no relevant amendments have been made.

Audit

30.—(1) The accounts of the Board of Governors shall be audited by a properly qualified accountant or firm of accountants and the cost of such audit so far as applicable to the endowments shall be paid out of the revenue of the endowments.

(2) A person or firm shall not be qualified to audit the accounts of the Board of Governors unless he is a member, or, in the case of a firm, unless all the partners are members of one or more of the following bodies:—

- the Institute of Chartered Accountants of Scotland;
- the Institute of Chartered Accountants in England and Wales;
- the Institute of Chartered Accountants in Ireland;
- the Society of Incorporated Accountants;
- the Association of Certified and Corporate Accountants; any other body of accountants recognised by the Secretary of State for the purposes of the provisions of the Companies Act 1980⁽⁶⁾ relating to the qualification for appointment as auditor of a company.

Allowances to members of the Board of Governors

31. The Board of Governors may pay to any of its members such financial loss allowances and travelling and subsistence allowances as they think appropriate.

Pensions, allowances and gratuities for staff

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

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

in respect of any period of such member's service in the employment of the Board of Governors or their predecessors.

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

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

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

(4) In paragraph (3) the reference to “any other pension” does not include a retirement pension under Part II of the Social Security Contributions and Benefits Act 1992⁽⁷⁾ and the reference to “like benefit” does not include any other benefit under that Act.

⁽⁶⁾ 1989 c. 40 to which no relevant amendments have been made.

⁽⁷⁾ 1992 c. 4.

PART V

ADMINISTRATION OF MEETINGS AND OTHER ADMINISTRATIVE ARRANGEMENTS

Meetings

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

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

Special meetings

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

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

Voting at meetings

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

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

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

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

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

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

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

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

“The Edinburgh College of Art

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

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

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

Signed on 19 .”.

Quorum

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

Adjournment of meeting

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

Casting vote of Chairman

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

Minutes of meetings

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

Power to make regulations

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

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

Execution of deeds

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

Reserved areas of business

42. Where any meeting of the Board of Governors or of any committee of the Board of Governors, as the case may be, is to consider any of the following matters, that is to say the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of the staff of the College, any Governor who is a Governor *ex officio* by virtue of holding office as President of the Students' Representative Council in the College, in accordance with article 4(1)(b), and any Governor co-opted under article 5 who is a full-time student in the College, shall withdraw from the meeting, or that part of the meeting, as the case may be, at which any of the said matters are to be considered, unless invited to remain by virtue of a resolution of the other members of the Board of Governors or committee thereof, as the case may be, present at the meeting.

Validity of proceedings of Board of Governors

43. No failure or defect in the appointment or co-option of any Governor and no vacancy in the office of Governor shall prevent the Board of Governors from acting in the execution of its functions, nor shall any act or proceeding of the Board of Governors or of any committee appointed by it be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment or co-option of any one or more Governors.

Discharge of functions by the Principal

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

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

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

Academic Council

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

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

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

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

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

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

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

PART VI

VARIATIONS, REVOCATIONS, TRANSITIONAL PROVISIONS AND SAVINGS

Variations and revocations

46. The provisions of the 1959 Order and the Edinburgh College of Art (Amendment) Order 1990(8) are hereby revoked to the extent specified in Schedule 2.

Partial revocation of the 1988 Regulations

- 47.**—(1) The 1988 Regulations are hereby revoked insofar as they apply to the College.
(2) In Schedule 2 to these Regulations, paragraph 3 relating to the 1959 Order is hereby revoked.

Savings and transitional provisions

48.—(1) For the avoidance of doubt, nothing in this Order shall be taken to affect the continuance of the Board of Governors as a body corporate in accordance with the 1959 Order.

(2) The determination of the number of Governors to be appointed to the Core Membership of the Board of Governors made by the Secretary of State on 1st January 1989 shall have the like effect for the purposes of this Order as a determination under article 4(2).

(3) Any Governors in office at the commencement of this Order in accordance with any provision of the 1988 Regulations shall continue as Governors for the remainder of their period of office as if they had become Governors in accordance with the corresponding provisions of this Order.

(4) Any members of the Academic Council established under the 1988 Regulations in office at the commencement of this Order shall continue as members of the Academic Council established under article 45 for the remainder of their period of office.

N.H. Nicholls
Clerk of the Privy Council

SCHEDULE 1

Article 45

ACADEMIC COUNCIL

PART I

Appointment

1. The Academic Council (hereafter called “the Council”) shall be appointed in such manner as to ensure that the Council consists of—

- (a) the holders of the following posts in the College, namely the posts of Principal, Vice-Principal, Heads of Departments, the President of the Students' Representative Council and chief librarian (however designed) *ex officio*s (hereafter called “Members *ex officio*s of Council”);
- (b) such number of members of the full-time academic staff and matriculated students of the College as may be determined in accordance with paragraph 2 of this Schedule (hereafter called “Elected Members of Council”); and
- (c) such number of persons, not exceeding four, as have been co-opted by the Council (hereafter called “Co-opted Members of Council”).

In this paragraph the expression “Head of Department” includes any associate Head of Department.

2. The Elected Members of Council shall—

- (a) consist of such a number of persons including one full-time matriculated student of the College as may be determined by the Board of Governors being not less than one-third and not more than two-thirds of the aggregate of Members *ex officio*s of the Council;
- (b) be elected by, and from among, members of the full-time academic staff and matriculated students of the College who are not Members *ex officio*s or Co-opted Members of the Council;
- (c) be so elected in accordance with arrangements made by the persons holding office as Members of the Council immediately prior to the election and approved by the Board of Governors except in the case of the full-time matriculated student who shall be elected by full-time matriculated students of the College in a manner to be specified in a scheme made by the Students' Representative Council in the College and approved by the Board of Governors;
- (d) in the case of members of the full-time academic staff, hold office for such a period, not exceeding four years, as may be determined by the Board of Governors, and in the case of the full-time matriculated student hold office for a period not exceeding one year; and
- (e) subject to the foregoing provisions of this paragraph, be eligible for re-election.

3. The Co-opted Members of Council shall hold office for such a period, not exceeding four years, as may be determined by the Board of Governors and shall be eligible to be co-opted again on the expiry of a period of office.

4. The Principal shall be the Chairman of the Council.

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PART II

Proceedings

5. The proceedings of the Council shall be regulated by a scheme made by the Council and approved by the Board of Governors and the said scheme may provide for—
- (a) the appointment by the Council of such committees as they consider appropriate;
 - (b) the co-option, subject to paragraph 1(c), by the Council of additional Members (including, where they consider it appropriate, representatives of the students in attendance at the College) of the Council, or any committee thereof, for specific purposes; and
 - (c) any other matters connected with the functions of the Council.
6. Any scheme made and approved under paragraph 5 shall include provision for—
- (a) the appointment of a Vice-Chairman of the Council; and
 - (b) a minimum number of meetings of the Council in each year.

SCHEDULE 2

Article 46

REVOCATIONS

The Edinburgh College of Art Order 1959 — the whole Order other than sections 1, 2, 3, 4, 18, 19, 41, 47 and the Second and Third Schedule thereto.

The Edinburgh College of Art (Amendment) Order 1990 — the whole Order.

EXPLANATORY NOTE

(This note is not part of the Order)

This Order makes new provision regarding the constitution, functions and powers of the Board of Governors of the Edinburgh College of Art, as governing body of that College, and the arrangements to be adopted by it in discharging its functions. It replaces most of the provisions of the Edinburgh College of Art Order 1959 and also the provisions of the Central Institutions (Scotland) Regulations 1988 so far as relating to the Edinburgh College of Art.

The Edinburgh College of Art is an institution designated by the Secretary of State as eligible to receive support from the Scottish Higher Education Funding Council.

Part II provides for the composition of the Board of Governors of the Edinburgh College of Art.

Part III regulates the powers and duties of the Board of Governors of the Edinburgh College of Art.

Part IV regulates the Financial Arrangements of the Edinburgh College of Art.

Part V regulates the administration and meetings of the Edinburgh College of Art. It provides for delegation to the Principal of responsibility for discharging most of the functions of the Board of Governors relating to the organisation and management of the College. It provides for the appointment of an Academic Council and for delegation to it of the Board of Governors' functions regarding academic matters.

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Part VI makes consequential variations and revocation of existing instruments affecting the College, savings and transitional provisions.