
STATUTORY INSTRUMENTS

1994 No. 2371 (S. 114)

EDUCATION, SCOTLAND

**The Queen Margaret College, Edinburgh
(Scotland) Order of Council 1994**

<i>Made</i>	- - - -	<i>9th September 1994</i>
<i>Laid before Parliament</i>		<i>9th September 1994</i>
<i>Coming into force</i>	- -	<i>1st October 1994</i>

At the Council Chamber, Whitehall,
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 1

CITATION, COMMENCEMENT AND INTERPRETATION

Citation and Commencement

1. This order may be cited as the Queen Margaret College, Edinburgh (Scotland) Order of Council 1994 and shall come into force on 1st October 1994.

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 18;

“co-opted membership” means the membership of the governing body co-opted in accordance with article 5;

“core membership” means the membership of the governing body 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;

“governing body” means the group comprising the individual governors of the institution constituted under the Articles of Association, and the expression “governor” shall be construed accordingly;

“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 institution and “vice-principal” and “assistant principal” shall be construed accordingly;

“the institution” means Queen Margaret College, Edinburgh, which name shall be deemed to include any subsequent change of name or title, being an institution designated under section 44 of the Act;

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

“the Memorandum and Articles of Association” means the Memorandum and Articles of Association of the institution, and the expressions “Memorandum of Association” and “Articles of Association” shall be construed accordingly; and

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

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

(3) In this Order, all references to the masculine gender shall be deemed to include a reference to the feminine gender.

PART II

GOVERNING BODY

Composition of the governing body

3.—(1) The governing body shall be composed of a core membership appointed in accordance with article 4 and a co-opted membership appointed in accordance with article 5.

(2) The governing body shall cause a Register to be kept by the Secretary or other officer appointed for the purpose, in which shall be entered the following particulars—

- (a) the names, addresses and occupations, if any, of each governor and in what right, or upon what qualification, they are respectively governors;
- (b) the date on which each person became a governor; and
- (c) the date on which each person ceased to be a governor.

Core membership

4.—(1) The core membership of the governing body 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 of the institution, the vice-principal of the institution and the president of the students' association in the institution as governors *ex officio*; and
- (c) staff governors appointed as follows—
 - (i) one who shall be appointed by the academic council from among the members of the full-time academic staff of the institution who are members of the academic council;
 - (ii) one who shall be elected by the full-time academic staff of the institution from among such staff; and
 - (iii) one who shall be elected by the full-time non-academic staff of the institution from among such staff.

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

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

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

Co-opted membership

5.—(1) The governing body 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 governing body 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 governing body.

Election of certain governors

6.—(1) The governing body shall—

- (a) after consultation with the full-time academic staff of the institution, make rules for the election of governors to be elected by the full-time academic staff from among such staff under article 4(1)(c)(ii); and
- (b) after consultation with the full-time non-academic staff of the institution, 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 governing body under paragraph (1) above may, after consultation with the full-time academic staff of the institution, or with the full-time non-academic staff of the institution, whichever is appropriate, be revoked and replaced, or varied, by further rules made by the governing body from time to time.

(3) The governing body 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 governing body shall appoint a chairman and a vice-chairman from among those 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 for such period as may be determined by the governing body;
 - (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 governing body; and
 - (e) he shall cease to hold office if he is deemed to have vacated office as a governor under article 11.
- (3) (a) The chairman shall preside at meetings of the governing body and, in the absence of the chairman, the vice-chairman shall preside.
- (b) In the absence of both the chairman and the vice-chairman, the governing body 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 a governor for the duration of his tenure of the office by virtue of which he is such a governor.

(2) Any governor appointed to the governing body 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 governing body where his term of office, if aggregated with any previous terms of office, would cause him to serve for more than 12 years as a governor.

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

(5) The governing body 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 governing body from time to time.

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 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 institution.

Vacation of office of governor

11. A governor shall be deemed to have vacated his office as governor and the governing body of which he was a member and shall declare the place vacant in any of the following circumstances—

- (a) where he intimates in writing to the governing body 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 governing body or any of its committees or sub-committees for a period longer than 6 consecutive months otherwise than for a reason approved by the governing body;
- (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 institution, when he ceases to be a member of the academic council or the full-time academic or non-academic staff, as the case may be; 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 governing body shall intimate the vacancy to the academic council who shall appoint a governor to fill the vacancy;
- (b) in the case of a governor elected under article 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 governing body 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.

Reserved areas of business

13. Where any meeting of the governing body or of any committee of the governing body, as the case may be, is to consider any of the following matters, that is to say, the salary, conditions of service, appointment, promotion, suspension or dismissal of any member of the staff of the institution, any governor who is a governor *ex officio* by virtue of holding office as president of the students' association in the institution in accordance with article 4(1)(b), and any governor co-opted under article 5 who is a full-time student in the institution, 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 governing body or a committee thereof, as the case may be, present at the meeting.

Validity of proceedings of governing body

14. No failure or defect in the appointment or co-option of any governor and no vacancy in the office of governor shall prevent the governing body from acting in the execution of its functions, nor shall any act or proceeding of the governing body 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.

PART III

POWERS OF GOVERNING BODY TO AWARD ALLOWANCES ETC.

Allowances to members of the governing body

15. The governing body may provide to any of its members such financial loss allowances and travelling and subsistence allowances as they think appropriate.

Pensions, allowances and gratuities for staff

16.—(1) Subject to the following provisions of this article, the governing body shall have power to award payment of such sum or sums by way of pension, allowance or gratuity as they may in their absolute discretion think fit to—

- (a) any member of the staff of the institution, on his retirement, through age or permanent incapacity, from the employment of the institution; 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 institution,

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

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

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

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

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

PART IV

ADMINISTRATION OF THE INSTITUTION

Discharge of functions by the principal

17.—(1) The governing body shall from time to time make arrangements to ensure that such of their functions as are specified in paragraph (2) shall be discharged on their behalf by the principal of the institution.

(2) In pursuance of arrangements made under paragraph (1), the principal shall be responsible for discharging the functions of the governing body (other than those properly delegated by the governing body to any Committee thereof, and those delegated to the academic council of the institution by virtue of article 18(3) of this Order) relating to the organisation and management of the institution and to the discipline therein.

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

Academic council

18.—(1) Subject to paragraph (2), the governing body 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 governing body shall delegate to the academic council the following of its functions—

- (a) the functions of the governing body relating to the overall planning, co-ordination, development and supervision of the academic work of the institution; and
- (b) such other functions of the governing body as may be assigned to the academic council by the governing body:

Provided that the functions specified in this paragraph shall be discharged by the academic council subject to the general control and direction of the governing body.

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

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

PART V

VARIATIONS, REVOCATIONS, TRANSITIONAL PROVISIONS AND SAVINGS

Variation and revocation of Articles of Association

19. The provisions of the Articles of Association of the institution are hereby varied or revoked, as the case may be, to the extent specified in Schedule 2.

Partial revocation of the 1988 Regulations

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

(2) In Schedule 2 of the 1988 Regulations, paragraphs 11 and 12 relating to the Memorandum and Articles of Association of the institution are hereby revoked.

Savings and transitional provisions

21.—(1) For the avoidance of doubt, nothing in this Order shall be taken to affect the continuance of the institution as a body corporate.

(2) The determination of the number of governors to be appointed to the core membership of the governing body 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 provision 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 18 for the remainder of their period of office.

N. H. Nicholls
Clerk of the Privy Council

SCHEDULE 1

Article 18

ACADEMIC COUNCIL

PART I

Appointment

1. The academic council (hereinafter called “the council”) shall be appointed in such manner as to ensure that the council consists of—

- (a) the holders of the following posts in the institution, namely the post of principal, vice-principal (if any), assistant principals, head (or associate head, or some other representative) of each department, the president of the students' association and chief librarian (however designed) *ex officio* (hereafter called “members *ex officio* of the council”);
- (b) such number of members of the full-time academic staff and matriculated students of the institution as may be determined in accordance with paragraph 2 of this Schedule (hereafter called “elected members of the council”); and
- (c) such number of persons, not exceeding 4, as have been co-opted by the council (hereafter called “co-opted members of the council”).

2. The elected members of the council shall—

- (a) consist of such a number of persons, including one full-time matriculated student of the institution, as may be determined by the governing body of the institution, being not less than one-third and not more than two-thirds of the aggregate of members *ex officio* of the council;
- (b) be elected by, and from among, members of the full-time academic staff and matriculated students of the institution who are not members *ex officio* 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 governing body except in the case of the full-time matriculated student who shall be elected by full-time matriculated students of the institution in a manner to be specified in a scheme made by the students' association in the institution and approved by the governing body;
- (d) in the case of members of the full time academic staff, hold office for such a period, not exceeding 4 years, as may be determined by the governing body, 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 the council shall hold office for such a period, not exceeding four years, as may be determined by the governing body of the institution 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 governing body and the said scheme may provide for—

- (a) the appointment by the council of such committees, as they consider appropriate;
- (b) the co-option, subject to paragraph 1(c), by the council of additional members (including, where they consider it appropriate, representatives of the students in attendance at the institution) of council, or of any committee thereof, for specific purposes; and
- (c) any other matters connected with the functions of the council.

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 19

VARIATIONS AND REVOCATIONS OF PROVISIONS OF ARTICLES OF ASSOCIATION

Article 1A is revoked and the following provision is inserted:—

“**1A.** These Articles shall be subject to the provisions contained in the Queen Margaret College, Edinburgh (Scotland) Order of Council 1994 (“the Order”) in respect of the composition and appointment of the governing body and of the academic council referred to therein. A copy of the Order is appended at the end of these Articles.”

EXPLANATORY NOTE

(This note is not part of the Order)

This Order makes provision for the constitution, functions and powers of the governing body of Queen Margaret College, Edinburgh. The Order also makes provision for the internal administration of the institution and amends its Articles of Association.

Part II provides for the governing body to be comprised of a core membership and a co-opted membership appointed in accordance with Articles 4 and 5 respectively, and for matters pertaining thereto.

Part III provides for the governing body to pay allowances to members of the governing body and to make payment of pensions, allowances and gratuities to staff of the institution.

Part IV provides for the governing body to delegate certain of its functions to be discharged by the principal of the institution, and for the establishment of an academic council.

Part V makes consequential variations, revocations, transitional provisions and savings in relation to the Central Institutions (Scotland) Regulations 1988.

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