



At the Court at Buckingham Palace

THE 2nd DAY OF OCTOBER 2024

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

His Majesty in Council has allowed the amendments to the Charter of the London School of Hygiene and Tropical Medicine as set out in the Schedule to this Order.

SCHEDULE

AMENDMENTS TO THE CHARTER OF THE LONDON SCHOOL OF HYGIENE AND TROPICAL MEDICINE

1. *Delete* Articles 1 to 19 and *substitute*:

- “1. There shall be one Body Corporate and Politic under the name of the London School of Hygiene and Tropical Medicine (the “London School”) for the purpose of and with the objects of promoting original research, consultancy and the study of and education in public health and such other academic subjects as the London School may consider appropriate in the United Kingdom of Great Britain and Northern Ireland, and elsewhere, (the “Objects”) having a perpetual succession and a Common Seal.
2. The London School shall have all the powers of a natural person, with the power to do anything which is calculated to further the object or is conducive or incidental to doing so and so far as permitted by charity law including, but not limited to, the power:
 - a) to sue and be sued;
 - b) to enter into contracts or agreements;
 - c) to accept, hold, and dispose of, money or other property, including sums voted by Parliament for that purpose;
 - d) to accept any trusts, whether subject to special conditions or not;

- e) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - f) to sell, lease or otherwise dispose of all or any part of the London School's property;
 - g) to invest;
 - h) to give guarantees;
 - i) to borrow and raise money and for that purpose to give security for loans over all or any part of the property of the London School, whether real or personal;
 - j) to enter into any financial instrument which is ancillary to the exercise of the London School's borrowing or investment powers;
 - k) to incorporate into the London School any other entity or undertaking and take over its rights, property and liabilities, for any purpose not inconsistent with this Charter;
 - l) to make payments to any member or members of Council for the supply of any goods or services to the London School where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011 (as amended), or for re-imbusement of expenses properly incurred;
 - m) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other institution;
 - n) to transfer the assets and liabilities of the London School to any other charitable institutions with objects the same as or similar to the Objects of the London School; and
 - o) generally to do all other lawful acts whatsoever that may be conducive or incidental to the attainment of the Objects for which the London School has been established.
3. For so long as the London School remains a member institution of the University of London ("UoL"):
- a) the relationship between the London School and UoL shall be in accordance with the Statutes and Ordinances of UoL; and
 - b) it may award degrees of UoL.

4. The London School shall have the power to award and confer degrees, diplomas, certificates and other distinctions in its own name and/or jointly with other higher education institutions which have the power to award such qualifications.
5. The London School shall be a teaching, assessment and an awarding body.
6. The London School shall have a Council.
7. The Council shall be the supreme governing body of the London School and shall be responsible for the custody and use of the common seal of the London School.
8.
 - a) The Council shall be comprised of not more than 25 persons being:
 - (i) the Director of the London School of Hygiene and Tropical Medicine (as referred to in clause 19 (b) below);
 - (ii) the Chair of the Student Representative Council of the London School (or successor body);
 - (iii) persons who are neither students nor members of staff of the London School; and
 - (iv) persons appointed from among the staff of the London School;and so that the persons in category (iii) above shall be in a majority.
 - b) The Council shall have the sole management, control and supervision of the London School, including the appointment of officers and staff and the management and disposition of the property of the London School.
 - c) Acts or resolutions of Council or any committee of Council (for the purposes of this clause 'a body') shall not be invalidated because of:
 - (i) the accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice (provided such meeting is not for the passing of a special resolution (as defined in clause 20)); or
 - (ii) any lack of qualification by or invalidity in the election or appointment of any member of the body (whether present or absent).
 - d) The Council shall have power to make ordinances and regulations for the regulation and management of the London School, membership of the Council, to appoint a Chair, to regulate their own procedure and the conduct of their business, and to repeal or alter such ordinances or regulations from time to time, provided that no

such ordinance or regulation shall be inconsistent with this Charter and the Statutes and Ordinances of UoL for so long as the London School remains a member institution of the UoL.

- e) The Council shall adopt and maintain a conflicts of interest and a fit and proper person policy regarding members of Council which shall take account of appropriate good practice guidelines and recommendations as issued by the Charity Commission for England and Wales, the Office for Students and the Committee of University Chairs and/or such other bodies as are relevant from time to time.
9. Members of the Council (other than the persons mentioned under clauses 8(a)(i) and 8(a)(ii)) shall normally be appointed by the Council for a period of three years (or such lesser term) and shall be eligible for re-appointment or re-election except that members will not normally serve for more than a total of nine years.
 10. The Council shall be deemed to be quorate when: at least 1/3rd of members (rounded up to the nearest whole number) are present; and the majority of those members present at any meeting are persons who are neither students nor members of staff of the London School. No business of Council shall be transacted at any inquorate meeting except the adjournment of the meeting. At a reconvened meeting following an adjournment for lack of quorum then the business for which the original meeting was called may be completed in the absence of a quorum.
 11. For the purposes of clause 10, 'present' includes being present by suitable electronic means prescribed by ordinance through which a participant can communicate with all the other participants.
 12. With the exception of a special resolution (as defined in clause 20), the Council may pass a resolution in writing or in electronic form outside of one of its ordinary meetings. A resolution that is presented for consideration in this form and agreed by a majority of members of Council that are entitled to receive notice of a meeting and to vote upon the resolution shall be valid and effectual as if it has been passed at a meeting of Council duly convened and held (provided such majority would form a quorum at a meeting of Council).
 13. Subject to clause 14, the Council may delegate its powers under this Charter to:
 - a) an appropriately qualified member of the Council; or
 - b) an appropriately qualified member of staff of the London School; or
 - c) a committee containing one or more persons listed under clauses 13(a) and/or 13(b) and so that the London School shall establish and maintain an audit committee with the constitution and responsibilities of all such committees to be in ordinance.

The Council may adopt from time to time regulations regarding the delegation procedure of the Council's powers.

14. The Council may not delegate its powers:
 - a) to alter, amend or add to this Charter;
 - b) to make, repeal or alter ordinances or regulations to regulate the Council's procedure and the conduct of its business;
 - c) to approve the financial statements of the London School;
 - d) to appoint and dismiss a Chair;
 - e) to appoint and dismiss the Director;
 - f) to appoint the auditors of the London School under clause 17 hereof.
15. The Council shall establish and maintain a committee of Council called the Senate which shall have responsibility for the enhancement of academic quality and assurance of academic standards. Its composition, powers and functions shall be prescribed in ordinances.
16. The Student Representative Council of the School shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council, and no amendment to or rescission of that constitution in part or whole shall be valid unless approved by the Council.
17. The Council shall appoint suitably qualified external auditors ("auditors") on terms approved by the Council and shall ensure such auditors are always in place. Such auditors shall have access at all reasonable times to all relevant records of the London School and shall be entitled to receive such information and explanations as are reasonably required to perform their duties. Such auditors shall report at least annually to the Council on the accuracy of the annual accounts of the London School and its financial management.
18. The London School may have a Chancellor, who if appointed, shall be the ceremonial head of the institution with such responsibilities as may be set out in ordinances.
19. The London School shall have the following officers:
 - a) a non-executive Chair of the Council who is neither a student nor a member of staff at the London School;

- b) a Chief Executive Officer currently known as “Director of the London School of Hygiene and Tropical Medicine” who shall be responsible to the Council for the conduct of the affairs of the London School and the achievement of its Objects;

The Council shall adopt from time to time ordinances setting out the titles and further duties and responsibilities of such officers.

- 20. The Council may at any time alter, amend or add to this Charter by a special resolution (being a majority of Council members voting in favour at a quorate meeting of the Council with all members of Council having at least 14 days’ notice of the proposal) and such alteration, amendment or addition shall be allowed by Us, Our Heirs and Successors by and with Privy Council advice in respect of all clauses and so that this Charter shall then continue and operate as if it had been originally granted and made as so altered, amended or added to as aforesaid.
- 21. The London School shall take reasonably practicable steps to secure:
 - a) freedom of speech within the law in accordance with its legal obligations; and
 - b) for academic staff, freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves at risk of being adversely affected by losing their jobs or privileges at the London School or the likelihood of securing promotion or a different job at the London School being reduced.
- 22. The London School shall be committed to the fair and equal treatment of every person and shall not discriminate on unjustified, irrelevant or unlawful grounds.
- 23. If by special resolution of the Council (as defined in clause 20 hereof) it is determined to surrender this Charter, the assets (if any) remaining after providing for all its liabilities shall be applied in one or more of the following ways:
 - a) by transfer to one or more other bodies established for exclusively charitable purposes having objects within, the same as or similar to the Objects;
 - b) directly for the Objects or for charitable purposes which are within or similar to the Objects; or
 - c) in such other manner consistent with charitable status as the Privy Council approves in writing in advance.”.
- 2. **Renumber** Article 20 as 24.