

# **ST GEORGE'S, UNIVERSITY OF LONDON**

## **SCHEME**

Originally made pursuant to Section 15 of the National Health Service Act 1946 and duly approved by the Council of the University of London pursuant to that Act, constituting the Governing Body of St George's Hospital Medical School and defining the powers and duties of that Body and providing for the management and control of St George's Hospital Medical School and subsequently amended on 23 March 2004, 30 September 2014, 30 June 2022, 14 December 2023, 19 March 2024 and 1 August 2024.

### **I. DEFINITIONS**

Unless otherwise indicated:

"Council for Dissolution" is the governing body of SGUL established under the provisions of Article IV, previously called the "Council";

"Merger" means the merger of SGUL with City, University of London on 1 August 2024, pursuant to which SGUL transferred its business, liabilities, properties and assets to City, University of London, trading as City St George's, University of London (pending formal approval of the new name via a Supplemental Charter), as set out in the Merger Deed 2024 (and 'Merge' shall be construed accordingly);

"Merger Deed" means the deed dated 22 February 2024 between SGUL and City, University of London, pursuant to which the parties to that deed agreed to the Merger;

"Resolution" means a resolution passed at a meeting of the Council for Dissolution of which at least four clear days' notice has been given before the date fixed for the date of the meeting, and which is passed by a majority of those present at the meeting;

"SGUL" refers to St George's Hospital Medical School (also known as St George's, University of London);

"Statutes" refers to Statutes of SGUL made as prescribed by Article VII;

“Terms of Reference” means the terms of reference agreed by the Council for Dissolution that set out the key stages of the winding up as referred to at Article VIII below;

"UoL" refers to the University of London; and

“Winding Up and Dissolution” means an orderly winding up of any remaining business of SGUL (including the discharge of all remaining liabilities), to facilitate the eventual dissolution of SGUL as a statutory corporation and this Scheme.

## **II. NAME AND STATUS**

- (i) SGUL is a body corporate having a perpetual succession and Common Seal. It was granted University Title on 10 March 2022. Prior to the Merger, SGUL was a member institution of UoL and subject to the Statutes and Ordinances of UoL.
- (ii) Pursuant to its objects, SGUL agreed to Merge with City, University of London. Following the completion of the Merger on 1 August 2024, the sole purpose of the Council for Dissolution is to oversee and facilitate the Winding Up and Dissolution. This Scheme, and in particular, the Objects at III below, shall be interpreted in that context.

## **III. OBJECTS OF SGUL**

The objects of SGUL are to advance learning and knowledge by teaching and research in medicine, nursing, midwifery, the allied health professions, in biological sciences and any other sciences, and in social work, in healthcare management and in all matters connected with the practice of medicine and allied subjects in all their branches and in any other subject or area as the School should determine; and insofar as it is necessary or desirable in any way for the achievement of the foregoing objects to contribute directly or indirectly to the treatment and care of patients. In furtherance of its objects, SGUL shall have the powers set out in the Statutes.

The objects of SGUL are to be read in conjunction with II(ii) above.

## **IV. THE COUNCIL FOR DISSOLUTION**

- (i) There shall be a Council for Dissolution of SGUL which, subject to the provisions of this Scheme, shall be the governing and executive authority

of SGUL with custody and use of the Common Seal. The Council for Dissolution shall conduct the general business of SGUL consistently with the provisions of this Scheme and the Statutes and, if applicable, of the Statutes and Ordinances of UoL and with the sole aim of carrying out the Winding Up and Dissolution.

- (ii) Subject to the provisions of this Scheme, the constitution of the Council for Dissolution, its powers and duties, the manner of appointment or election and period of office of its members, the manner of filling vacancies in its membership, the conduct of its meetings and affairs and all other matters relating to the Council for Dissolution shall be as prescribed by the Statutes and Terms of Reference.
- (iii) Subject to the provisions of this Scheme and the Statutes, the Council for Dissolution may delegate or otherwise arrange for the discharge of any of its functions as it may think fit.

#### **V. CHAIR OF THE COUNCIL FOR DISSOLUTION**

There shall be a Chair of the Council for Dissolution, who shall be appointed by the Council for Dissolution from among its members. The powers and duties of the Chair shall be prescribed by the Statutes and Terms of Reference.

#### **VI. COMMON SEAL**

The Council for Dissolution shall have the custody and sole use of the Common Seal of SGUL and arrangements for its safe keeping and manner of authentication shall be as prescribed in SGUL's Policy on the Use of the Common Seal.

#### **VII. THE STATUTES**

The Council for Dissolution may by Resolution make and, when made, amend or revoke, Statutes for the promotion and fulfilment of the objects of SGUL and for its governance and management, but only to the extent that any making, amending or revoking of the Statutes is necessary or expedient to complete the Winding Up and Dissolution.

#### **VIII. TERMS OF REFERENCE**

Subject to the provisions of this Scheme and the Statutes, the Council for Dissolution may make such Terms of Reference as it considers necessary or desirable for the purpose of carrying out the Winding Up and Dissolution. Such Terms of Reference replace the policies, procedures and regulations in place before the Merger.

## **IX. ALTERATIONS TO SCHEME**

The Council for Dissolution may at any time add to, amend or revoke any provision of this Scheme and Statutes by Resolution where necessary or expedient to complete the Winding Up and Dissolution . Any such revocation or variation shall have effect so that this Scheme shall thereafter continue and operate as if it had been originally granted and made as so revoked or varied, and this provision shall apply to this Scheme as so revoked or varied.

## **X. MERGER, TRANSFER OF ASSETS AND DISSOLUTION**

- (i) The Council for Dissolution shall oversee and facilitate the Winding Up and Dissolution.
- (ii) At a time to be decided by the Council for Dissolution upon completion of the Winding up and Dissolution process, the Council for Dissolution will further agree by Resolution, that SGUL be dissolved as a statutory corporation and cease to exist from the date of that Resolution or a date to be stipulated in writing by the Council for Dissolution in the Resolution. All debts and liabilities owed by SGUL on dissolution shall be extinguished by way of a transfer to City, University of London (trading as City St George's) or a third party as provided for in the Merger Deed.

## **XI. APPOINTED DAY**

This revised Scheme shall come into force and effect on completion of the Merger, being 1 August 2024 or such later date as agreed by SGUL and City, University of London.