

ST GEORGE'S, UNIVERSITY OF LONDON

STATUTES

1 DEFINITIONS

(i) These Statutes shall be read with the Scheme and words and expressions used in the Scheme shall, if not inconsistent with the subject or context, bear the same meaning herein.

(ii) Unless otherwise indicated by the context:

"Clerk to the Council for Dissolution" is the member of the staff of City St George's, University of London appointed by the Council for Dissolution to act as secretary to its meetings;

"Council for Dissolution" is the governing body of SGUL established under the provisions of Article IV of the Scheme and previously referred to as the "Council";

"Independent Member" means a member of the Council for Dissolution who is (and was during the 12 months immediately preceding their appointment) neither a member of staff, student or officer of SGUL or who otherwise does not hold a financial interest in SGUL. For the avoidance of doubt, a member of the Council for Dissolution who was an independent member of the Council of SGUL during the 12 months immediately preceding their appointment, is not precluded from being an Independent Member by reason of that membership of the Council of SGUL;

"Member" means a member of the Council for Dissolution, appointed in accordance with Article A(i) or A (ii);

"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 ("City St George's"), 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;

"the Scheme" means the scheme originally made pursuant to section 15 of the National Health Service Act 1946, and duly approved by the Council of UoL pursuant to that Act, constituting the governing body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 SGUL and as subsequently amended on 23 March 2004, 25 November 2013, 30 June 2022, 14 December 2023, 19 March 2024 and 1 August 2024;

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

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

"Terms of Reference" means the terms of reference agreed by the Council for Dissolution that set out the key responsibilities of the Council for Dissolution, as referred to at Article VIII of the Scheme;

"UoL" refers to the University of London;

"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.

2 MEMBERSHIP OF THE COUNCIL FOR DISSOLUTION

A. Membership

(i) The Council for Dissolution shall consist of no less than two persons and the membership must have a majority of Independent Members in post at all times. The first Members having been appointed by the Council of SGUL immediately prior to completion of the Merger and then subsequent Members shall be appointed by the Council for Dissolution in accordance with Statute A(ii);

(ii) In the event that the number of Members falls below two at any time, the remaining Member shall appoint such additional number of Members to ensure that there are at least two Members and in the event that there are no Members or the remaining Member is unable to make any additional appointments, the remaining Member shall require the Council of City St George's to nominate at least two new proposed Members

for appointment by the remaining Member. In the event that there are no Members at any time, the Council of City St George's is required to appoint at least one Member.

(iii) In addition, observers from City St George's (including City St George's Council members that served on the Council of City, University of London prior to the Merger) may attend meetings of the Council for Dissolution ("Observers"). Observers are not Members. They may participate in discussions but may not vote and do not count towards a quorum.

B. Period of office of members

Members shall be appointed for a period of three years from the date of the Merger and shall thereafter be eligible for reappointment for further periods of one year, on each occasion subject to the resolution of Council for Dissolution.

C. Cessation of Membership

- (i) The Council for Dissolution may require any Member who has a receiving or bankruptcy order made against them, or who makes an arrangement or composition with their creditors or who is convicted on indictment of a criminal offence, to resign from Membership.
- (ii) Any Member may resign by sending notice of resignation in writing to the Clerk to the Council for Dissolution.

D. Register of Council for Dissolution Members' interests

- (i) A Register shall be maintained by the Clerk to the Council for Dissolution of Council for Dissolution of Members' interests which shall be made available to members of the public and to other Members at any reasonable time on request.
- (ii) Members must identify and declare any conflicts of interest to the other Members as soon as they arise. The non-conflicted Members will then consider the appropriate steps to take.

3 POWERS OF SGUL

SGUL shall have power to do any lawful thing in furtherance of its objects which are necessary or expedient for the purpose of the Winding Up and Dissolution noting the provision of Statute 4 (i) below.

4 POWERS AND RESPONSIBILITIES OF THE COUNCIL FOR DISSOLUTION

- (i) The Council for Dissolution shall be responsible for ensuring that the objects of SGUL are fulfilled and shall govern, manage and regulate the finances, accounts, investments, property, business and all the affairs whatsoever of SGUL solely for the purpose of completing the Winding Up and Dissolution . The Council for Dissolution shall carry out and facilitate the Winding Up and Dissolution.
- (ii) The Council for Dissolution shall have the powers prescribed as "Powers of SGUL" in Statute 3, the powers and duties prescribed in this Statute 4, and such other powers as may be necessary or expedient for the completion of the Winding Up and Dissolution.
- (iii) In addition, the Council for Dissolution shall have the following specific powers:
 - (a) to appoint Members to the Council for Dissolution;
 - (b) to appoint the Chair of the Council for Dissolution;
 - (c) to remove from office the Chair by Resolution;
 - (d) to the extent that regulations and law require an external auditor, to appoint External Auditors and determine such Auditors' remuneration;
 - (e) to control the use of the Common Seal for SGUL within the provisions of Statute 9;
 - (f) in connection with the oversight and facilitation of the Winding Up and Dissolution only, to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of SGUL and for these purposes to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to cause such proper books of account to be kept for all sums of money received or expended by SGUL and of the assets and liabilities of SGUL as are necessary to disclose with reasonable accuracy the financial position of SGUL at any time and explain its transactions;

- (g) in connection with the oversight and facilitation of the Winding Up and Dissolution only, to purchase, take, subscribe for or otherwise obtain and retain shares or other securities or interest in any company;
- (h) to sell or exchange leases of real and personal property on behalf of SGUL;
- (i) in connection with the oversight and facilitation of the Winding Up and Dissolution only, to borrow money on behalf of SGUL; and
- (j) to delegate certain aspects of the management and implementation of the affairs of SGUL to City St George's or other third parties; and
- (k) at the appropriate time to Resolve that SGUL be dissolved as a statutory corporation, in accordance with the provisions set out in XI of the Scheme

5 MEETINGS OF THE COUNCIL FOR DISSOLUTION

Ordinary meetings of the Council for Dissolution shall be held at least three times in every year. The procedures and rules for the convening and conduct of meetings shall be governed by the Terms of Reference. At any meeting of the Council for Dissolution, the quorum shall be two Members. If the total number of Members in office for the time being is one Member at any time, they must not take any decision other than a decision to appoint further Members or to call a meeting of the Council for Dissolution in order to appoint further Members in accordance with Article A(ii). In the event that there are no Members in office for the time being, City St George's shall be required to appoint at least one new Member.

6 ACTION BY THE CHAIR

The Chair of Council for Dissolution shall be empowered to take action on behalf of the Council for Dissolution in any matter being in their opinion either urgent or non-contentious and they shall report the action to Council for Dissolution at its next meeting and shall be minuted.

7 ACTION OUTSIDE OF MEETINGS

The Council shall be empowered to agree actions between them, to include passing written resolutions, outside of formal meetings, if agreed unanimously by circulation of emails between the Members. Any such actions or written resolutions shall be minuted at the next ordinary meeting.

8 AUDITORS

To the extent that regulations and law require an external auditor, the Council for Dissolution shall appoint External Auditors in such manner as prescribed by the Terms of Reference.

9 THE COMMON SEAL

The Seal shall not be affixed to any document except in accordance with the procedure on the Use of the Common Seal made by the Council for Dissolution.

1 August 2024