

REVISED STATUTES OF THE UNIVERSITY OF KENT

1. THE COUNCIL FOR DISSOLUTION

- 1.1 There shall be a Chair of the Council for Dissolution who shall preside over meetings of the Council for Dissolution. The Chair shall be appointed by the Council for Dissolution from among the members.
- 1.2 The Council for Dissolution may designate a Member to, in the absence of the Chair of Council for Dissolution, preside over meetings of Council for Dissolution.
- 1.3 The Council for Dissolution shall, on the recommendation of the Chair of the Council for Dissolution , appoint a Secretary to the Council for Dissolution.
- 1.4 In these Statutes "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 the University or who otherwise does not hold a financial interest in the University. For the avoidance of doubt, a member of the Council for Dissolution who was an independent member of the Council of the University 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 the University.

2. MEMBERSHIP OF THE COUNCIL FOR DISSOLUTION

- 2.1 The Council for Dissolution shall consist of no less than three persons and the membership must consist of Independent Members at all times. The first Members having been appointed by the Council of the University immediately prior to completion of the Merger and then subsequent Members shall be appointed by the Council for Dissolution in accordance with Statute 2.2.
- 2.2 In the event that the number of Members falls below three at any time, the remaining Members shall appoint such additional number of Members to ensure that there are at least three Independent Members. In the event that the remaining Members are unable to make any additional appointments, the remaining Members shall require the Council of the Institution to nominate such number of new proposed Members for appointment by the remaining Members. In the event that there are no Members at any time, the Council of the Institution is required to appoint at least three Members.
- 2.3 In addition, observers from the Institution (including the Institution members that served on the Council of the University 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.

- 2.4 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 three years, on each occasion subject to the resolution of Council for Dissolution.
- 2.5 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.
- 2.6 Any Member may resign by sending notice of resignation in writing to the Secretary to the Council for Dissolution.
- 2.7 A Register shall be maintained by the Secretary 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.
- 2.8 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 THE UNIVERSITY

- 3.1 The University 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 4.2 below.

4. POWERS AND RESPONSIBILITIES OF THE COUNCIL FOR DISSOLUTION

- 4.1 The Council for Dissolution shall be responsible for ensuring that the objects of the University are fulfilled and shall govern, manage and regulate the finances, accounts, investments, property, business and all the affairs whatsoever of the University 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.
- 4.2 The Council for Dissolution shall have the powers prescribed as "Powers of the University" 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.
- 4.3 In addition, the Council for Dissolution shall have the following specific powers:

- (a) to appoint Members to the Council for Dissolution by Resolution;
- (b) to appoint the Chair of the Council for Dissolution by Resolution;
- (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 the University as provided in the Ordinances;
- (f) to oversee and control the facilitation of the Winding Up and Dissolution and to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the University 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 the University and of the assets and liabilities of the University as are necessary to disclose with reasonable accuracy the financial position of the University at any time and explain its transactions;
- (g) to borrow money on behalf of the University; and
- (h) to delegate certain aspects of the management and implementation of the affairs of the University to the Institution or other third parties; and
- (i) at the appropriate time to Resolve that the University petition to surrender its Charter in accordance with the provisions set out in Article 15 of the Charter.

5 MEETINGS OF THE COUNCIL FOR DISSOLUTION

- 5.1 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 Ordinances. 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 Statute 2.2. In the event that there are no Members in office for the time being. The Institution shall be required to appoint at least three new Members.

6 ACTION BY THE CHAIR

- 6.1 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 this shall be minuted.

7 ACTION OUTSIDE OF MEETINGS

- 7.1 The Council for Dissolution 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

- 8.1 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

- 9.1 The Seal shall not be affixed to any document except in accordance with the procedure set out in the Ordinances.

10. CHARTER, STATUTES, AND ORDINANCES

- 10.1 The Council for Dissolution may amend the Charter, and make, amend or repeal Statutes and Ordinances but only to the extent that any making, amending or revoking of the same is necessary or expedient to complete the Winding Up and Dissolution.
- 10.2 The Statutes shall not have effect until a later date to be confirmed and notified by the Secretary to the Council.
- 10.3 The Statutes and Ordinances shall be interpreted so as not to conflict with the Charter.
- 10.4 The Council for Dissolution may make, amend or repeal Ordinances by Resolution.

Approved by Order of His Majesty The King in Council

Effective 1 August 2026