

IMPERIAL COLLEGE LONDON

ORDINANCE C1

FINANCIAL MATTERS

INTRODUCTION

1. This Ordinance is made by the Council pursuant to Statutes 3(5)(e) and 3(5)(f) and in accordance with its statutory responsibilities for the proper control of the financial business of the College. The Ordinance applies to the conduct of all financial business of the College (as defined in paragraph 7a), including the Endowment, the Imperial College Union and all Subsidiary Companies. It applies irrespective of the source of funding.
2. The Ordinance sets out key responsibilities for financial matters within the College. Anyone who deals with financial matters must observe it.
3. Breach of this Ordinance may result in disciplinary action being taken against the person concerned under the terms of their employment contract with the College or a Subsidiary Company or, in the case of students, under the College Disciplinary Procedure.
4. This Ordinance is to be reviewed at least once every three years, and modified where necessary to reflect organisational or other changes within the College.
5. The Chief Financial Officer, is empowered by this Ordinance to devise Financial Regulations to ensure the efficient management and good conduct of the all the College's finances, including the Endowment and the College's subsidiary companies. The President of the Imperial College Union is required to devise detailed financial regulations which are suited to the needs of Imperial College Union, such regulations to be approved by the Chief Financial Officer. In the event of conflict between this Ordinance and any such subordinate regulations this Ordinance shall prevail.

DEFINITIONS AND ABBREVIATIONS

6. Unless defined otherwise in the following paragraphs, words which have been defined in the College's Charter, Statutes or Ordinances shall (unless the context requires otherwise), bear the same meaning in this Ordinance. Rules of Interpretation applying to the Charter, Statutes or Ordinances (and in particular those contained in Ordinance A1), shall apply. The words and phrases "other", "including" and "in particular" shall not limit the generality of any preceding words, or be construed as being limited to the same class as the preceding words where a wider construction is possible
7. The following terms and abbreviations shall, save where the context requires otherwise, have the meanings indicated below wherever they occur in this Ordinance:

- a. “the College” means the Imperial College of Science, Technology and Medicine, including its constituent faculties, divisions, departments, institutes, centres and other organisational units, including the Endowment, the Imperial College Union and all the College’s subsidiary companies;
- b. “the University” means the College, but excluding the Endowment.
- c. “the Endowment” means the operational entity which undertakes the stewardship of College’s Endowment and its investment assets in order to deliver a regular flow of unfettered funds back to the University, as set out in paragraph 14 hereof. Stewardship of the assets held within the Endowment is delegated to “the Endowment Board”. The terms of reference of the Endowment Board are set out in Ordinance F1;
- d. “Non-Core Asset” means any asset that is not required for the core academic mission of the College and which could be sold or otherwise disposed of solely for investment purposes without detriment to the academic mission of the College, as set out in Ordinance F2. Non-Core Assets may be held within the Endowment and managed for investment purposes, or be retained and managed by the University;
- e. “the Council” means the supreme governing body of the College, established by the Royal Charter, with powers and functions set out in Statute 3(5);
- f. “Department” shall encompass faculties, divisions, departments, institutes, centres, operating units providing support and any other subordinate organisational units within the College, by whatever name they are known;
- g. “Chief Financial Officer” refers to the College’s Chief Financial Officer (as opposed to any Departmental officers with a similar designation, or any such officer of a Subsidiary Company or of the Imperial College Union);
- h. “Director of Finance” refers to the College’s Director of Finance (as opposed to any Departmental officers with a similar designation, or any such officer of a Subsidiary Company or of the Imperial College Union);
- i. “College Officer” has the meaning ascribed by Ordinance D3;
- j. “Head of Department” means any person who is so designated by the President;
- k. “Budget Holder” means anyone who has been given delegated budgetary responsibility. In every case, a ‘budget holder’ is answerable to his or her line manager for financial control of their budget, in accordance with directions given to them from time to time;
- l. “OFS” means the Office for Students”;
- m. “Accountable Officer” means the senior College officer designated as the ‘Accountable Officer’ by the Council under the terms and conditions for the receipt of OFS

funding. The Accountable Officer is responsible to the governing body for ensuring compliance with the terms and conditions of OfS funding, for providing the OfS with clear assurances about compliance, and for fulfilling such other responsibilities for an 'Accountable Officer' as may be set out by the OfS from time to time. The Accountable Officer is normally the President.

n. "VAT" means Value Added Tax;

o. "Subsidiary Company" has the meaning ascribed by section 1159 of the Companies Act 2006, as amended, updated or replaced

FINANCIAL RESPONSIBILITY WITHIN THE COLLEGE

8. **The Council.** The constitution, powers and functions of the Council are set out in Statute 3. To perform these responsibilities effectively, it delegates detailed management to officers and committees, retaining ultimate responsibility subject to the statutes.

9 **OfS assurance and accountability requirements.** The Council is responsible for ensuring that the College complies with the published assurance and accountability requirements of the Office for Students (OfS), and with its conditions of registration. As a minimum, the College must:

- Be financially viable;
- Be financially sustainable;
- Have the necessary financial resources to provide and fully deliver the higher education courses as it has advertised and as it has contracted to deliver them;
- Have the necessary financial resources to continue to comply with all conditions of its registration;
- Ensure compliance with all of its conditions of registration and with the OfS's accounts direction;
- Nominate to the OfS a senior officer as the 'Accountable Officer' who has the responsibilities set out by the OfS for an accountable officer from time to time.

10. **The Audit and Risk Committee.** The Audit and Risk Committee's Terms of Reference are set out in Ordinance A9.

11. **The Finance Committee.** The terms of reference of The Finance Committee are set out in Ordinance A9.

12. **The Remuneration Committee.** The terms of reference of The Remuneration Committee are set out in Ordinance A9.

13. **The Nominations Committee.** The terms of reference of The Nominations Committee are set out in Ordinance A9.
14. **The Endowment.** The Endowment is an operational entity, legally an integral part of the College, whose defined purpose is to undertake the stewardship of College's Endowment and its investment assets and to deliver a regular flow of unfettered funds back to the University. The Council has delegated authority for the stewardship of assets held within the Endowment (subject always to this Ordinance and Ordinance F1) to a separately constituted Endowment Board.
15. **Resource Allocation Board.** The College's Resource Allocation Board comprises the President, Provost and Chief Financial Officer, and is responsible for the consideration, and final approval, of all capital projects and asset disposals with a total value of less than £10M.
16. **The President.** The President is the academic and administrative head of the College, appointed by Council under College Statute 8(1)(a), whose duties are set out in Ordinance D2. He or she is the Accountable Officer for the purposes of the OfS's Regulatory Framework, and has final budgetary authority for the University's annual budget.
17. **The Provost.** The Provost is appointed by Council under College Statute 8(2)(a). The Provost reports to the President, and is responsible for the delivery of the College's core mission: education, research and translation. Accordingly, the Provost has delegated budgetary authority for those aspects of the University directly responsible for the delivery of the core mission.
18. **The Chief Financial Officer.** The Chief Financial Officer reports to the President, and has delegated authority and responsibility from the President for the oversight and management of the College's Finances:
19. The functions required to be performed by the Chief Financial Officer may, in his or her absence, be fulfilled by the Director of Finance, or such other College Officer as the President may from time to time determine.
20. **The Director of Finance.** The Director of Finance reports to the Chief Financial Officer, and has delegated authority and responsibility from the Chief Financial Officer for the setting of all accounting standards and the establishment of all financial controls.
21. The functions required to be performed by the Director of Finance may, in his or her absence, be fulfilled by the Chief Financial Officer, or such other College Officer as the President may from time to time determine.

DELEGATION OF POWERS AND RESPONSIBILITIES

22. The following principles apply to all delegated authorities within the College:
- a. In specific instances, which are clearly indicated in this Ordinance, the person designated to fulfil a particular function is required to fulfil the responsibility personally. In such cases, further delegation is not permitted. Where he or she is unavailable, authority must pass up the line rather than down it;

- b. In all other cases, authority may be delegated downwards, but only on the understanding that adequate controls are to be put in place by the delegator to ensure that the delegatee fully understands his or her obligations. The main elements of the matters delegated should be recorded in writing, for the avoidance of doubt between delegator and delegatee. Although the responsibility for carrying out certain duties may be delegated, together with the authority and resources to carry them out, the person making the delegation is not absolved by this from his or her overarching responsibility and the delegator continues to bear managerial responsibility;
- c. Where Members of the College delegate their powers to third parties, it is the duty of the delegator to ensure continuing compliance with this Ordinance.

FINANCIAL REPORTING, ACCOUNTING RECORDS AND INFORMATION

23. The Chief Financial Officer shall produce, within six months after the end of the College's financial year, group accounts for that year, which shall be presented to the Council after review by the Audit and Risk Committee.
24. The Chief Financial Officer shall also provide the Finance Committee with management accounts, trading accounts and such other information relating to the financial affairs of the College as it may from time to time require.
25. The Director of Finance shall establish and document accounting regulations, policies and procedures for the College. All accounting systems and records within the College shall be maintained in accordance with the requirements of the Director of Finance. The Accounting Policies shall comply with, and will be amended as required, in line with changes in generally accepted accounting principles for the UK and the Statements of Recommended Practice ("SORP"). The Director of Finance will make arrangements for the accounting policies to be reviewed at least once every three years, and modified if necessary.

BUDGETS AND ALLOCATION OF RESOURCES

26. The Council shall agree the Budget for the College once a year, before the commencement of the financial year in the context of the College's Strategic Plan. It is the duty of the President, the Chairman of the Endowment Board and the President of the Imperial College Union to report to the Council any material variations to the expected outcome which come to their notice during the course of the year, and if necessary seek sanction for any additional expenditure.
27. The Council delegates details of the budgetary allocations to the President, the Chairman of the Endowment Board and the President of the Imperial College Union, each for their respective areas of responsibility within the College. Further delegations are set out in the College's Financial Regulations.

EXPENDITURE CONTROL

28. The Chief Financial Officer is required to ensure that proper procedures exist for the control of expenditure against approved budgets throughout the College.

29. Budget Holders must ensure that expenditure incurred within their budgets complies with these procedures. Budget Holders may, subject to the term of this Financial Ordinance and of any Financial Regulations or procedures issued by the Chief Financial Officer, delegate authority to incur expenditure within their budgets, but they will at all times retain ultimate responsibility for the control of such expenditure.

30. Budget Holders are required to make themselves aware of, and abide by, any budgetary constraints imposed on particular accounts by the College, OfS, research sponsors or other agencies. The Director of Finance will from time to time issue directions concerning use and nature of the various types of account.

INCOME CONTROL

31. The Chief Financial Officer is responsible for ensuring that appropriate procedures exist to enable the College to receive all income to which it is entitled, and for the prompt collection, security and banking of all funds received. The Chief Financial Officer shall make arrangements for these financial procedures to be reviewed at least once every three years, and modified where necessary.

32. The President is responsible for ensuring that authorisation processes exist for all College income streams, except that this obligation will be fulfilled by the Chairman of the Endowment Board in respect of income of the Endowment, and by the President of the Imperial College Union in respect of Students Union income.

TAXATION

33. The Chief Financial Officer is responsible for ensuring compliance with tax obligations, as required, throughout the College.

BANKING AND TREASURY MANAGEMENT

34. The Treasury Management Policy for the College shall be agreed at least once every three years by the Finance Committee.

35. The Chief Financial Officer shall be responsible for ensuring that proper procedures exist for the efficient management of cash resources belonging to the College, including the operation of bank accounts, investment of short-term deposits, signing of cheques and other financial instruments, electronic funds transfers, etc. The Chief Financial Officer shall make arrangements for these financial procedures to be reviewed at least once every three years, and modified where necessary.

36. No Member of the College is empowered to open or operate bank accounts or establish investment funds for sums belonging to the College and/or which bear the name of the College or any department, section or campus of the College, other than in accordance with the foregoing paragraphs.

BORROWING AND SECURITY FOR BORROWING

37. The College is empowered to raise money by borrowing or by selling, converting, calling in, mortgaging or otherwise charging all or any part of the property of the College, subject to the restrictions which may be contained in any trust deed or other document

38. Arrangement for exercising borrowing powers on behalf of the College shall be made only by the Chief Financial Officer. Subsidiary Companies are not permitted to borrow (except through group treasury management arrangements), without the approval of the Chief Financial Officer.

39. Council's approval must be obtained prior to establishing any new borrowing facility which exceeds the limit on delegation set out in Ordinance A4.

INDEMNITIES AND GUARANTEES

40. The power to give guarantees and indemnities in the College's name shall be exercisable only by the President, or by the Chairman of the Endowment Board with respect to Endowment assets, or those to whom they have delegated responsibility in accordance with Paragraph 18 above.

41. The prior approval of the Council must be obtained before any guarantee or indemnity is given which exceeds the limit for acquisition or disposal of assets which is set out in Ordinance A4, except that such approval shall not be required if external insurance has been effected to fully protect the College's exposure; or the guarantee or indemnity is given by one part of the College in favour of another, such that the overall exposure of the College is unaffected (*e.g.* parent company guarantees).

42. The Chief Financial Officer is responsible for maintaining a central record of all guarantees and indemnities given by the College.

PURCHASE OF GOODS AND SERVICES

43. The Chief Financial Officer shall be responsible for ensuring that proper procedures exist for College purchasing. The Chief Financial Officer shall make arrangements for these financial procedures to be reviewed at least once every three years, and modified where necessary.

44. The College's Policy on Gifts and Hospitality sets out the standards of behaviour the College expects from its employees, members of the Court and Council and members of College Advisory Boards when they are offered gifts and hospitality by external organisations or have

personal, financial or other beneficial interests in any transaction between the College and a third party.

45. Private purchases through College channels shall not be permitted, except with the express written approval of the Chief Financial Officer, or through a scheme that has been approved by the Chief Financial Officer.

TRAVEL AND SUBSISTENCE EXPENSES

46. The Chief Financial Officer shall be responsible for devising and publishing rules relating to expenses for College employees, students and visitors travelling on College business.

CAPITAL EXPENDITURE

47. The College's capital investment plan is approved by the Council within the context of the Strategic Plan and annual budget (see paragraphs 22 and 23 of this Ordinance). The Chief Financial Officer is responsible for presenting the capital investment plan to Council on an annual basis, and for providing interim updates whenever necessary.

48. The Chief Financial Officer is responsible for ensuring that procedures are in place for the authorisation of all capital expenditure throughout the College.

PROJECT APPROVALS

The Endowment's Non-Core Assets

49. Subject to Paragraph 49 below final approval for those projects dealing exclusively with Non-Core Assets held within the Endowment as defined in Ordinance F2 shall be delegated to the Endowment Board.

50. Where a project involves both Non-Core Assets held within the Endowment and other College assets, the project will be subject to the project approval requirements set out in Paragraphs 51 - 54 below in respect of other College assets.

All Other Project Approvals

51. Final approval for all capital expenditure with a total value exceeding £1M but less than £10M shall be delegated to the College's Resource Allocation Board. The Chief Financial Officer shall provide the Finance Committee with a report of the capital projects approved by the Resource Allocation Board at the next scheduled meeting of the Finance Committee. Approval for expenditure of less than £1M shall be subject to normal purchasing and expenditure controls as set out in the Financial Regulations.

52. Final approval for capital expenditure with a value exceeding £10m but less than £30M shall be delegated to the Finance Committee. The Finance Committee shall provide the Council with a report of the capital projects it has approved at the next scheduled meeting of the Council.

53. Final approval for all capital expenditure with a value exceeding £30M will be retained by the Council, and cannot be delegated, except by resolution of the Council. All capital projects with a value exceeding £30M must be reviewed by the Finance Committee before being submitted to the Council for final approval.

54. For those projects with a total cost in excess of £10M which have been formally approved by the Council or by the Finance Committee as appropriate, the Resource Allocation Board shall have delegated authority to approve subsequent variations to the total cost of the project, provided that the variation does not exceed 10% of the total project cost (regardless of whether this variation is the result of a single increase or of the aggregation of two or more smaller increases).

PURCHASE AND DISPOSAL OF ASSETS

55. Final approval for the purchase or disposal of assets, land or buildings with a value exceeding £1M but less than £10M shall be delegated to the Resource Allocation Board. The Chief Financial Officer shall provide the Finance Committee with a report of any asset disposals approved by the Resource Allocation Board at the next scheduled meeting of the Finance Committee. Approval for the disposal of assets with a value of less than £1M shall be subject to normal financial controls as set out in the Financial Regulations.

56. Final approval for the purchase or disposal of assets, land or buildings with a value exceeding £10m but less than £30M shall be delegated to the Finance Committee. The Finance Committee shall provide the Council with a report of any asset disposals it has approved at the next scheduled meeting of the Council.

57. Final approval for the purchase or disposal of assets, land or buildings with a value exceeding £30M will be retained by the Council, and cannot be delegated, except by resolution of the Council. All proposed asset disposals with a value exceeding £30M must be reviewed by the Finance Committee before being submitted to the Council for final approval.

INVESTMENTS

58. The Endowment Board is responsible to the Council for the management of the College's investment assets that have been formally transferred to it in accordance with Ordinance F2, in line with the College's Investment Strategy as approved by the Council. In the case of any investment asset which is not vested in the Endowment Board the Chief Financial Officer is responsible to the Council for its management.

SUBSIDIARY COMPANIES

59. In accordance with its statutory powers, the College has the power to establish Subsidiary Companies as vehicles for carrying out commercial activities or for other purposes. Subsidiary Companies may be established, and the injection of investment or loan capital authorised by both the President and Chief Financial Officer. In addition, subject to the agreement of the Chief Financial Officer, the Endowment Board shall have the authority to establish Subsidiary Companies in order to undertake commercial activities in relation to assets within the Endowment (the "Endowment Subsidiaries").

60. This Ordinance shall apply to the financial affairs of the Subsidiary Companies, except in so far that their Memoranda and Articles of Association require otherwise, or where special arrangements have been agreed by the College's Audit and Risk Committee. Any proposed amendments to the Memorandum or Articles of Association of any Subsidiary Company must be referred to the College's Chief Financial Officer for approval prior to adoption by the company in general meeting.

61. All Subsidiary Company accounts are consolidated into the College's published accounts and Subsidiary Companies are required to maintain their financial records in accordance with the College's Financial Regulations and accounting policies.

62. Where the College has the power to appoint:

- a. directors to the board of a company; and/or
- b. representative(s) at shareholder meetings

such directors or shareholder representatives shall be appointed and removed by the President; except that the Chairman of the Endowment Board shall have the power to appoint and remove such persons in respect of Subsidiaries established by the Endowment Board.

63. The Auditors of Subsidiary Companies shall be nominated by the College's Audit and Risk Committee.

64. The financial year-end of subsidiaries shall coincide with that of the College unless otherwise agreed by the College Audit and Risk Committee. The Chief Financial Officer shall be responsible for ensuring procedures are in place to ensure compliance by Subsidiary Companies of their statutory filing obligations.

65. Subsidiary Companies must (save where precluded by external regulatory prohibition) provide the College's Chief Financial Officer with such budgetary and other financial information concerning the conduct of their business as he or she may from time to time require.

DONATIONS AND TRUST FUNDS

66. The Council is responsible for ensuring that all of the College's Trust funds are operated in accordance with any relevant law and the specific requirements for each Trust. This obligation is delegated to the Chief Financial Officer in accordance with paragraph 18 hereof.

67. The President is responsible for ensuring that appropriate procedures exist for the consideration and acceptance of donations.

INSURANCE

68. The Council shall be responsible for determining the College's overall strategy for insurance, risk management and risk transfer. Subject to this, the Chief Financial Officer is responsible for insurance matters.

69. The Chief Financial Officer must be informed by the relevant Head of Department at once if any new activity is commenced which materially affects the College's overall exposure to an insurable risk, or if substantial additional property is acquired, requiring to be insured. The Chief Financial Officer shall maintain a register of insurance policies.

SIGNING OF LEGAL DOCUMENTS

70. The President shall be responsible for ensuring that arrangements for authorising and signing legal documents in the College's name are devised and published.

71. Documents that are required to be signed under the Common Seal of the College shall be authorised, signed and sealed in accordance with the terms of Ordinance A6.

ASSET REGISTERS

72. The Chief Financial Officer is responsible for maintaining an inventory of all land and buildings owned or leased by the College.

73. The Chief Financial Officer is responsible for devising and publishing policies and procedures for the maintenance of asset registers for College equipment and other capital items. These will include arrangements for the sale or disposal of obsolete or surplus College equipment.

PRIVATE WORK

74. Rules governing private work undertaken by College employees in their own time are set out in their conditions of service. Private work must not impair the performance of employees' College duties nor conflict with the interests of the College

75. Registers of Interests shall be maintained, showing details of external consultancies, directorships and membership of external committees held by employees of the College, members of the Council and College Officers. Responsibility for maintaining such registers rests with:

- a. The College Secretary in respect of members of Council and College Officers; and

- b The Director of Human Resources in respect of all other employees of the College.

76. Under no circumstances shall stationery (printed or otherwise) bearing the College's name, letter heading, crest or logo be used in connection with private work.

77. Companies and other business entities are permitted to trade from College premises only if written authority has been given by the President, the Chairman of the Endowment Board or those to whom they have explicitly delegated this power.

CONFIDENTIALITY, SECURITY AND ACCESS TO FINANCIAL INFORMATION

78. Other than the College's published Annual Report and Accounts, all financial information and records are potentially commercially sensitive and confidential and should not be disclosed to third parties without the consent of the College Secretary. Except as provided hereunder (see paragraph 81 on Audit), and by statutory enactment, access to the College's financial records will be accorded only on a "need to know" basis to persons approved by or under the authority of the Chief Financial Officer.

79. Heads of Department and Budget Holders must ensure that financial records are held securely and that access to such information *via* computer terminals is controlled in accordance with procedures issued by the College Secretary and Chief Information Officer.

80. The Freedom of Information Act 2000 imposes a number of obligations on public authorities, which for these purposes only include the College. The College is committed to complying fully with the Freedom of Information Act. Financial information will only be withheld from disclosure in accordance with the exemptions laid down in the Act.

AUDIT

81. The College's External Auditor is appointed by the Audit and Risk Committee. The External Auditor audits the Financial Statements of the College in accordance with auditing standards, having regard to relevant auditing guidelines and auditing standards issued by the Auditing Standards Board. The External Auditor is responsible for providing the Audit and Risk Committee with an opinion on whether the financial statements give a true and fair view of the state of the financial affairs of the College at the balance sheet date, and of their income and expenditure for the year then ended. (See also Paragraph 62 above concerning Subsidiary Companies.) The External Auditor's Report should also provide an opinion on whether, in all material respects recurrent and specific grants from OfS and other funding bodies and from restricted funds have been properly applied for the purposes provided.

82. The College's Internal Auditor is appointed by the Audit and Risk Committee. The prime responsibility of the Internal Auditor is to provide the Council with an annual opinion on the adequacy and effectiveness of the College's arrangements for risk management, control and governance and for economy, efficiency and effectiveness (value for money) and the extent to which the Council can rely on these. In order to do so, the Internal Auditor will carry out, in accordance with relevant regulatory and ethical standards, an independent and objective

appraisal of all of the College's internal control systems covering all of its activities, financial and otherwise. The Internal Auditor also provides a service to all levels of management by evaluating and reporting on the effectiveness of the College's control systems.

83. For day-to-day administrative purposes only, the Internal Auditor reports to the Clerk to the Court and Council. However, to ensure his or her independence from the College's management structures, the Internal Auditor must be independent of the Chief Financial Officer, and cannot report to him or her, and must at all times have the right of direct and unfettered access to the President, Chair of the Audit and Risk Committee, and the Chair of the Court and Council.

84. The College may be audited by the OfS Audit Service and may be visited by the National Audit Office.

85. The External and Internal Auditors, OfS and the National Audit Office all have unrestricted right of access to all College premises, assets, minutes, books of account, vouchers, documents, computer data, and any other relevant information. They have the right to verify assets and to have direct access to any employee or person responsible for the administration or management of College funds with whom it is felt necessary to raise and discuss such matters.

86. The College's audit arrangements are required to comply with the OfS Audit Code of Practice.

FINANCIAL ETHICS AND CONFLICT OF INTEREST

87. College employees and others with responsibility for the administration or management of College funds should never use their authority or office for personal gain and should always seek to uphold and enhance the standing of the College.

88. No one may authorise any payment or other form of benefit (goods or services) from College funds (including re-imbursment of out-of-pocket expenses) to himself or to a member of his or her family, or to any person with whom they have a similarly close personal relationship (a "Connected Person") without prior written ratification by a higher authority.

89. Anyone having a personal interest in any transaction between the College or any Subsidiary Company and third parties (including partnerships and companies in which he or she or a Connected Person has a material stake) shall immediately disclose the nature and extent of their interest in writing to all College personnel involved in conducting the negotiation, and thereafter must not take any part in determining the price or conditions associated with it. This duty of disclosure applies equally to any renewal or extension of such contract.

90. No person employed by a third-party organisation may, when acting on the College's behalf under power delegated in accordance with paragraph 18(c) hereof, participate in any contractual negotiations undertaken between the College and their main employer.

FRAUDULENT IRREGULARITIES, BRIBERY AND CORRUPTION AND WHISTLEBLOWING

91. Anyone who has reason to believe that a fraudulent or other irregularity with financial implications for any part of the College has or is about to take place (including those involving cash, stores, equipment, facilities, information, staff time, physical or intellectual property, non-disclosure of any personal, financial or beneficial interest as required under the College's Registers of Interests policy, etc.) is required to inform his or her Head of Department immediately, who must in turn notify the College Secretary or Chief Financial Officer. Matters concerning members of the Court or of the Council should in the first instance be referred to the College Secretary.

92. The College has a zero-tolerance approach to bribery and corruption. All staff are expected to comply with the College's anti-bribery and corruption policies and with related internal controls and procedures. Anyone who has reason to believe that a member of the College has either directly or through a third party offered, promised or given a bribe; requested, agreed to receive, or accepted a bribe; or offered, promised or given a bribe to a foreign public official in order to obtain, or retain, business, or an advantage in the conduct of business is required to inform his or her Head of Department immediately, who must in turn notify the College Secretary or Chief Financial Officer. Concerns or reports regarding money laundering should be made to the Money Laundering Reporting Officer in accordance with the College's Anti-Money Laundering Policy

93. Ordinance C2 sets out the College's Policy and Response Plan for the Treatment of Fraud, Bribery, Corruption and Irregularities, and Ordinance D18 Investigation of Public Interest Disclosures (whistle-blowing).

Approved by the Council: 13 February 2009

Revisions approved by the Council: 7 February 2014

Revisions approved by the Council: 17 May 2019 [proposed]

Annex A**STATUTORY AND CONTEXTUAL MATERIAL**

1. This annex contains material derived from other sources which have a direct bearing on the Financial Ordinance C1. Its text will be amended without formality whenever any of the underlying material is revised.

INCORPORATION, LEGAL NAME AND ADDRESS, USE OF THE COLLEGE'S NAME, CREST, LOGO AND TRADE MARKS

2. The College is an independent corporation whose legal status derives from a Royal Charter, originally granted under Letters Patent in 1907. A Supplementary Charter was granted in 2007. The Imperial College Acts 1997 and 1999 also provide primary legislative material. The full text of the College's Charter and Statutes may be viewed on the College web-site or obtained from the Clerk to the Council and Court.

3. The College's legal name is "the Imperial College of Science, Technology and Medicine." The constituent colleges, faculties, academic departments, centres and units have no independent existence as legal entities, though it is acceptable to use their names on letter headings etc., providing that the College's full legal name appears somewhere on any document which seeks to establish a contractual relationship with an outside party.

4. The words "Imperial College", "Imperial College of Science, Technology and Medicine" and "Imperial College London" are registered trademarks. The College's preferred brand identity is "Imperial College London".

5. The College crest is granted by the College of Heralds and is also a registered trade mark.

6. The trademarks may be used only with the College's prior written consent. The name and logo may be used routinely and without formality in connection with the academic work of College Departments. Use of the crest is reserved for uses that promote the heritage and history of the College, official sports team apparel and merchandise reflecting the College's heritage and history. All uses of the crest must be approved by the Communications and Public Affairs Division, and advice on its use should be sought from the Vice-President (Communications & Public Affairs).

7. The College's prior written consent to the use of the words must be obtained whenever it is proposed to use the words "Imperial College", "Imperial College London", or "the Imperial College of Science, Technology and Medicine" (either alone or as part of a longer name), and/ or the crest and/ or the logo, for any commercial purpose where the income does not accrue to the College, or for any social purpose. Applications should be addressed to the College Secretary.

8. By virtue of Section 10 of the Imperial College Act 1997, and Section 10 of the Imperial College Act 1999, the following names may not be used without the College's prior written consent:

- a. National Heart and Lung Institute.
- b. Charing Cross and Westminster Medical School.
- c. Royal Postgraduate Medical School.
- d. Wye College.
- e. The College of St. Gregory and St. Martin at Wye.

OFFICIAL ADDRESSES

9. The College has no registered office as such. The address for the delivery of legal documents is:

The Faculty Building
Imperial College London
Exhibition Road
South Kensington
London SW7 2AZ

10. Such documents should be marked for the attention of the College Secretary or the Chief Financial Officer.

11. All Subsidiary Companies shall have the Faculty Building as their registered office, except where otherwise agreed by the Chief Financial Officer.

12. Neither the College's official address, nor that of any of its constituent faculties, divisions, departments, etc., may be used for the conduct of private business or as an office for social organisations, except with the College's written consent. It must not be used as the Registered Office for limited companies, or as the registration address for VAT or income tax matters, without the written consent of the Chief Financial Officer.

CHARITABLE STATUS

13. The College is an exempt charity (not a registered charity) by virtue of the Exempt Charities Order 1962, and Schedule 3 of the Charities Act 2011. This means that the College enjoys all the privileges of charitable status (including exemption from income and corporation tax on its activities to the extent that they are in support of its primary purposes) without the obligation to register with, or submit accounts and annual returns to, the Charity Commissioners. Although the College is an exempt charity it must still comply with the principles of charity

law. Under the Charities Act 2006, the Office for Students (OfS) is responsible for ensuring compliance.

14. As an Exempt Charity, the College has no charity registration number.

COMPANY REGISTRATION

15. As a Chartered Corporation, the College is not required to register under the companies acts, or to file returns to Companies House. For information purposes only, however, it has been provided with the following reference number for company house searches, etc.: RC000231.

DELEGATION OF POWERS OF THE COUNCIL

16. Statute 3(6) provides that:

The Council may delegate any of its functions, powers and duties (other than its power to make Ordinances) to committees appointed by it, its officers, other entities (comprising its own officers or members or otherwise) or individuals, and such committees, individuals or entities may further delegate unless the Council has provided to the contrary.

17. The delegation of powers of the Council are as set out in Ordinance A4.

THE STUDENTS' UNION

18. The Imperial College Union is created pursuant to Paragraph 17 of the Charter, which states that "in so far as it shall further the educational purposes of the College, there shall be a Students' Union of the College (hereinafter referred to as "the Imperial College Union") for the benefit of the students of the College and in their interests as students". The Imperial College Union is a separately registered charity with its own charitable objects, and in accordance with Statute 10(3) the Union conducts and manages its own affairs in accordance with its Constitution, as approved by the Council.

19. Section 22 of the Education Act 1994 requires the governing body of every College to take such steps as are reasonably practicable to ensure that its students' union operates in a fair and democratic manner and is accountable for its finances and to ensure that the other requirements of the Act are observed by its students' union.

20. In accordance with these requirements, the Imperial College Union conducts its financial activities in accordance with Regulations and Procedures, which are designed to ensure the proper conduct of the Union's financial affairs.

21. Ordinance C1 shall apply to the financial affairs of the Imperial College Union. In addition, the Imperial College Union shall adopt its own internal Financial Regulations. The Union's Financial Regulations are subject to the approval of the Chief Financial Officer.

22. The College provides an annual grant to the Union for it to continue and develop its activities and which takes account of ICU's responsibilities and related costs, and its trading activities and earnings capability.

23. The Union's Trustee Board is responsible for monitoring the Union's expenditure against its annual budget and for reporting any fraudulent or irregular procedures in the management of public funds and those resulting from the Union's trading activities to the College's Internal Auditors. The Union's Trustee Board is also responsible for appointing the Union's External Auditor.

24. The Union's audited annual accounts and a report on its handling of public and other funds are presented annually to its Trustee Board, to the Audit and Risk Committee, and to the Council. The ICU's annual financial report is to include a list of the external organisations to which the ICU has made donations in the period covered by the report and the details of any such donations.

25. The College's Internal Audit Service shall have the same rights of access to the Union as it has to other parts of the College for the purposes of fulfilling its remit.

COLLEGE ACTING AS AN AGENT

26. Any work undertaken by the College acting as agent on behalf of others is also subject to Ordinance C1. Where an outside body wishes to impose requirements which would lead to a contravention of this Ordinance the approval of the Chief Financial Officer must be obtained before any contract is signed or undertaking given. The Chief Financial Officer may, if he or she judges it necessary, require the proposal to be reported to the Audit and Risk Committee or to the Council before it is put into effect.