

(Legislative Supplement No. 31)

LEGAL NOTICE NO. 75

THE UNIVERSITIES ACT, 2012

(No. 42 of 2012)

CHARTER FOR THE AGA KHAN UNIVERSITY — KENYA

IN EXERCISE of the powers conferred by Section 19 of the Universities Act, the Cabinet Secretary, Ministry of Education certifies that the Charter set out in the Schedule hereto has been granted to the Aga Khan University-Kenya in accordance with the provisions of the Act.

Dated the 11th June, 2021.

GEORGE MAGOHA,
Cabinet Secretary, Ministry of Education.

SCHEDULE

THE UNIVERSITIES ACT, 2012

(No. 42 of 2012)

THE AGA KHAN UNIVERSITY CHARTER

PREAMBLE

WHEREAS the Aga Khan Foundation wishes to establish an institution in the name of the Aga Khan University-Kenya, situated in Nairobi County in the Republic of Kenya;

AND WHEREAS the said the Aga Khan University-Kenya has applied to the Commission for University Education for the grant of a Charter to provide for the establishment, control, governance and administration of the University and for connected purposes, in the manner prescribed by the Universities Act, 2012;

AND WHEREAS the Commission for University Education has visited and inspected the said institution, and is satisfied that the objects of the Aga Khan University-Kenya are consistent with the advancement of university education in Kenya;

AND WHEREAS the Commission for University Education is also satisfied that the Aga Khan University-Kenya has complied with the provisions of the Universities Act, 2012;

AND WHEREAS the Commission for University Education has submitted a draft Charter, the text whereof is annexed hereto, to the Cabinet Secretary, Ministry of Education, on the said institution, and the Cabinet Secretary, Ministry of Education is satisfied that the Aga Khan University-Kenya be granted the Charter;

AND WHEREAS the Cabinet Secretary, Ministry of Education has submitted the Charter to me with recommendations thereon;

AND WHEREAS I am satisfied that the granting of the Charter to the Aga Khan University-Kenya will be of benefit to the advancement of university education in Kenya;

NOW THEREFORE, by these presents, be it known that in exercise of the powers conferred upon me by Section 19 of the Universities Act, 2012, I, Uhuru Kenyatta, President and Commander in-Chief of the Defence Forces of the Republic of Kenya, grant the Charter annexed here to the Aga Khan University-Kenya.

THE AGA KHAN UNIVERSITY CHARTER
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THE AGA KHAN UNIVERSITY CHARTER
PART I— PRELIMINARY

Short title

1. This Charter may be cited as the Aga Khan University-Kenya Charter, 2021.

Interpretation

2. In this Charter, unless the context otherwise requires—

“Act” means the Universities Act, No. 42 of 2012;

“Alumni Association” means the body established under Paragraph 20 of this Charter;

“Cabinet Secretary” means the Cabinet Secretary for the time being responsible for matters related to university education;

“Chancellor” means the Chancellor of the University appointed under Paragraph 17 of this Charter;

“Commission” means the Commission for University Education established under section 4 of the Act;

“Council” means the governing body of the University established under Paragraph 18 of this Charter;

“Dean” means a person appointed to head a College, School, Faculty, Academic Unit, Center or Institute of the University;

“Dean of Students” means the person appointed to be in charge of the student experience and welfare in accordance with the Statutes;

“Deputy Vice-Chancellor” means the Deputy Vice-Chancellor of the University appointed under Paragraph 22 of this Charter;

“Faculty” means a division within the University comprising of one subject area, or a number of related subject areas;

“Graduate” means a person upon whom a degree of the University has been conferred or to whom a qualification of the University has been awarded;

“Institute” means an institute of the University established by the Statutes;

“Senate” means the body established under Paragraph 25 of this Charter;

“Sponsor” means the Aga Khan Foundation;

“Statutes” means Statutes of the University made by the Council under Paragraph 39 of this Charter;

“Student” means a person for the time being registered by the University for the purpose of obtaining a qualification of the University;

“Student Association” means the body established under paragraph 19 of this Charter;

“University” means the Aga Khan University-Kenya established under Paragraph 3 of this Charter;

“University Staff” means a member of staff of the University appointed under Paragraph 27 of this Charter;

“University Management Board” means the committee established under Paragraph 26 of this Charter;

“University Campus” means an extension of a university set up by the University pursuant to its Statutes and established in accordance with Section 20 of the Act; and

“Vice-Chancellor” means the Vice-Chancellor of the University appointed under Paragraph 21 of this Charter.

PART II – ESTABLISHMENT, FUNCTIONS AND POWERS OF THE UNIVERSITY

Establishment and Incorporation of the Aga Khan University

3. (1) There is established a University to be known as the Aga Khan University-Kenya.

(2) The University shall be a body corporate with perpetual succession and a common seal, and shall in its corporate name be capable of—

- (a) suing and being sued;
- (b) taking, purchasing or otherwise acquiring, holding, charging and disposing of movable and immovable property;
- (c) receiving, investing, granting, borrowing and lending money; and
- (d) doing or performing any such other things or Acts, including entering into such contracts as may be necessary or expedient, for the furtherance of the provision of this Charter which may be done by a body corporate.

(3) The University is the successor of the Aga Khan University constituted under the Universities Act, Cap 210B of the Laws of Kenya (now repealed) and issued with a Letter of Interim Authority dated 11th July, 2002 under *Gazette* Notice No 4537.

(4) Subject to this Charter, all rights, duties, obligations, assets and liabilities of the Aga Khan University held by or by or on behalf of the Aga Khan University-Kenya, and existing at the commencement of this Charter, shall be automatically and fully transferred to and vest in the University.

Vision

4. The University is an autonomous, international institution of distinction, primarily serving the developing world in innovative and enduring ways.

Mission

5. (1) The University is committed to the development of human capacities through the discovery and dissemination of knowledge, and application through service.

(2) It seeks to prepare individuals for constructive and exemplary leadership roles, and shaping public and private policies, through strength in research and excellence in education, all dedicated to providing meaningful contributions to society.

Philosophy

6. (1) The University operates on the core principles of quality, relevance, impact and access.

(2) The University is committed to building an environment that fosters intellectual freedom, distinction in scholarship, pluralism, compassion and humanity's collective responsibility for a sustainable physical, social and cultural environment.

(3) The University shall operate as a non-profit organization.

Core Values

7. (1) In pursuit of its philosophy, the University shall adhere to the following—

- (a) offering programmes of international quality;
- (b) responding to identified needs in the countries and regions which it serves;
- (c) prioritizing teaching and research which will inform and underpin intellectual innovation and change;
- (d) providing service to advance its educational and research mandate;
- (e) fostering and developing leadership capacity through its education and research programmes;
- (f) assessing its impact and effectiveness;
- (g) promoting access and equity by taking positive measures to make the University inclusive of all socio-economic groups, addressing the particular needs and circumstances of the disadvantaged;
- (h) promoting the welfare and advancement of women;
- (i) engaging in knowledge networking and emerging technologies; and
- (j) adding value by promoting partnership and networking across the Aga Khan Development Network and with other national and international institutions.

Objects and Functions of the University

8. The objects and functions of the University shall be—

- (a) providing directly, or in collaboration, with other institutions of higher learning, facilities for technological, professional, and scientific education;
- (b) advancing knowledge and its practical application by research and other means;
- (c) disseminating the outcomes of research by various means, and commercially exploit the results of such research;
- (d) participating in technological innovation as well as in the discovery, transmission and enhancement of knowledge and stimulating the intellectual life in the economic, social, cultural, scientific, and technological development;
- (e) contributing to industrial and technological development of society in collaboration with industry and other organizations;
- (f) inculcating a culture of innovation in technology, engineering, and science, amongst staff, students, and society;
- (g) promoting education in health science including medicine, nursing, science, technology, engineering, mathematics, media and other relevant disciplines within the institution and society;

- (h) developing an institution of excellence in teaching, training, scholarship, entrepreneurship, research, consultancy, community service, among other educational services and products, with emphasis on technology and its development, impact and application to society;
- (i) providing a multi-level system of education and training that is relevant to the needs of the community covering a wide range of fields and levels with provision for recognition of prior learning and flexibility of transition between educational levels;
- (j) providing for the development of technical and vocational education and training and related activities within the institution and the wider society;
- (k) playing a leading role in the development and expansion of opportunities for technological and vocational education and training;
- (l) providing high quality educational, research, residential, commercial, cultural, social, recreational, sporting, and other facilities;
- (m) promoting critical enquiry and creativity in education, training and research within the institution;
- (n) fostering the general welfare of staff and students;
- (o) providing opportunities for development and further training for staff of the institution;
- (p) developing and providing educational, cultural, professional and technical services to the community and in particular the fostering of corporate social responsibility;
- (q) providing programmes, products, and services in ways that reflect the principles of equity and social justice;
- (r) establishing, administering, managing and supporting hospitals, clinics, laboratories, pharmacies and other sites and facilities for education, training and research; and
- (s) generally facilitating the development and provision of appropriate and accessible academic and other programmes.

(2) Admission to the University as candidates for degrees, diplomas, certificates, or other awards shall be open to all persons accepted as being qualified by the Senate in accordance with this Charter without distinction of race, ethnicity, place of origin or residence or other local connections, political opinion, color, creed, physical ability or gender.

(3) No barrier based on any such distinction shall be imposed upon any person as a condition of their becoming, or continuing to be, a professor, lecturer, graduate or student of the University, or of their holding any office therein, nor shall any preference be given to, or advantage withheld from any person on the grounds of any such distinction.

(4) The University shall charge such fees or levy as the Council may, with the advice of the Senate, approve from time to time, for students admitted to the University for defraying expenses connected with their education.

(5) The University shall operate as a non-profit organization.

Establishment of Constituent Colleges

9. The Cabinet Secretary may, on the recommendation of the Council, and on the advice of the Commission for University Education, by order published in the *Gazette*, establish or declare an institution of learning or higher education or any training establishment to be a Constituent College of the University.

Establishment of Colleges and Campuses, Schools and Institutes

10. (1) The University Council may, on the advice of the Senate, establish Colleges within the University or Campuses, to offer training and courses of instruction consistent with its mission and objects whose functions and powers shall be as provided for by the Statutes.

(2) A College or Campus which is established shall consist of such Faculties, Schools, Institutes or Centres as may be provided by the Statutes.

Conferment of Degrees and Grant of Diplomas, Certificates and other Awards

11. (1) Subject to this Charter, the University shall—

- (a) confer Bachelor's degree, Master's degree, Doctorate degree and other awards;
- (b) grant diplomas, certificates and other academic awards as may be provided for by the Statutes; and
- (c) confer honorary degrees or any other academic distinction to a person who has rendered distinguished service to the advancement of any branch of learning or who has otherwise rendered service in any field of human endeavor worthy of such a degree or academic distinction.

(2) Subject to this Charter, the University may award fellowships, scholarships, bursaries and prizes and make other awards as may be provided for in the Statutes.

Convocation

12. (1) There shall be a convocation of the University which shall consist of such members as prescribed by the Statutes.

(2) The convocation shall be convened for purposes of conferment and granting of awards and for such other functions as may be outlined in the Statutes.

Withdrawal of Degrees, Diplomas, Certificates and other Awards

13. The Council may, subject to this Charter, and on the recommendation of the Senate, cancel or withdraw such certificates, diplomas, degrees, including honorary degrees, or any other awards as may be provided for in the Statutes.

PART III—MEMBERSHIP AND GOVERNANCE OF THE UNIVERSITY*Membership*

14. The members of the University shall be—

- (a) the Chancellor;
- (b) the Council;
- (c) the Vice-Chancellor;
- (d) the Deputy Vice-Chancellors;

- (e) the Principals of Constituent Colleges;
- (f) the Principals of Colleges within the University;
- (g) the Deans, Directors of Faculties, Schools or Institutes;
- (h) the Senate;
- (i) the University Faculty;
- (j) the Registrars;
- (k) the University Librarian;
- (l) the University Chaplain;
- (m) the Dean of Students;
- (n) the Staff of the University;
- (o) the Students;
- (p) the Alumni;
- (q) the Convocation; and
- (r) such other members of staff of the University or any other body formally admitted into association with the University, as the Council may, from time to time, determine.

Governance

15. The governance of the University is vested in the following bodies mandated to perform the functions and exercise powers conferred under this Charter—

- (a) the Sponsor;
- (b) the Chancellor;
- (c) the University Council;
- (d) the Vice-Chancellor;
- (e) the Management Board;
- (f) the University Senate;
- (g) the Alumni Association; and
- (h) the Students Association

Sponsor

16. (1) The sponsor of the Aga Khan University-Kenya is the Aga Khan Foundation.

- (2) The Sponsor shall, in addition to any other functions set out in this Charter—
- (a) appoint members of the Council;
 - (b) raise funds for the benefit of the University;
 - (c) promote the objects of the University; and
 - (d) appoint the Chancellor.

The Chancellor

17. (1) The Chancellor of the University shall be the sole Imam of the Shia Imami Ismaili Muslims, chosen by successional designation in terms of the applicable customary law, as referenced in the Constitution of the Shia Imami Ismaili Muslims.

(2) The Chancellor—

- (a) shall be the titular head of the University.
- (b) shall, in the name of the University, in person or his designated appointee, confer, grant or award degrees, diplomas, certificates and other awards of the University;
- (c) may from time to time give advice to the Council which the Chancellor considers necessary for the betterment of the University; and
- (d) shall enjoy such powers and privileges and perform such other functions as may be necessary and expedient to achieve the objectives of the University.

The Council

18. (1) The University shall have a Council appointed as follows—

- (a) the Chairperson who shall have at least a master's degree and who shall be appointed by the Sponsor;
- (b) three persons with distinguished qualifications and experience in the field of education appointed by the Sponsor;
- (c) two persons of international renown with distinguished qualification and experience in leadership, appointed by the Sponsor; and
- (d) the Vice-Chancellor, who shall be the Secretary and an ex-officio member of the Council.

(2) Under special circumstances the Sponsor may appoint not more than two additional members, being persons whose skills or experience are necessary for the purposes of the functions of the Council. .

(3) The composition of the Council shall ensure that at least a third of the membership are Kenyan citizens by birth.

(4) The members of the Council, except the Vice-Chancellor shall hold office for a term of five years and shall be eligible for re-appointment for one further term.

(5) The members of the Council shall appoint from amongst its members or otherwise form such committees as may, in the opinion of the Council, lead to its more efficient and effective functioning.

(6) The position of a member of the Council shall become vacant if the member—

- (a) dies ;
- (b) not being an ex-officio member, resigns from office by notice in writing addressed to the appointing authority or fails to attend three consecutive meetings of the Council without sufficient cause or leave of absence; and
- (c) is removed from office by the Sponsor or the appointing authority upon being satisfied that the member is, by reason of physical or mental infirmity or otherwise, unable to discharge his duties as required.

(6) Where the office of a member of the Council becomes vacant under subparagraph (6), the Vice-Chancellor shall notify the vacancy to the appointing authority.

(7) A vacancy in the office of a member of the Council shall be filled by a person appointed by the Sponsor.

(8) In addition to the powers and responsibilities vested to it under the Act and this Charter, the Council shall be responsible for the general supervision and control over the affairs of the University, and the power to lay down regulations and policies of the University, including the power to—

- (a) manage, control supervise and administer the assets and resources of the University in such a manner as best promotes the purpose for which the University is established;
- (b) determine the provisions to be made for capital and recurrent expenditure and for reserves of the University;
- (c) receive any grants, donations or endowments on behalf of the University and make legitimate disbursements therefrom;
- (d) enter into association, collaboration or linkages with other bodies or organizations within or outside Kenya as the University may consider desirable or appropriate and in furtherance of the purpose for which the University is established;
- (e) open a banking account or accounts for the funds of the University;
- (f) employ staff of the University;
- (g) approve any proposed amendments to the Charter of the University;
- (h) make Statutes for the University under the Charter in accordance with the Act;
- (i) promote the objects of the University and to solicit or raise funds either directly or through any other agency or entity established for that purpose, or other friends and supporters of the University and to apply such funds for the purpose and objects of the University;
- (j) borrow or raise money for the purposes of the University upon such security and other terms as may be required;
- (k) establish, promote, create or participate in the establishment, promotion, creation of a subsidiary, subsidiaries or an affiliated legal entity or entities either directly by itself or through or in partnership with other legal entity or entities in furtherance of the objects and purposes of the University including income generating activities to sustain the operations of the University;
- (l) formulate or approve the principles, policies and plans governing the activities and operations of the University so as to ensure that the academic staff enjoy academic freedom in their research and educational work;
- (m) prepare or have prepared and revised Statutes, rules and regulations from time to time for the efficient and effective operation of the University;
- (n) review and approve the creation of any standing component of the University, such as Faculties, Colleges, Campuses, programmes, Institutes,

standing committees and councils and other administrative bodies necessary to assist or improve the working of the University;

- (o) approve the plans of work and annual budget of the University submitted by the Vice-Chancellor;
- (p) require of, and consider reports submitted by the Vice-Chancellor relating to the activities of the University and the execution of the plans of work and to direct the Vice-Chancellor to submit reports relating to any matters as may be specified by the Council from time to time;
- (q) to create such academic or administrative positions as it may consider necessary for the purposes of the University and to approve appointments to such of these positions as it may specify, including the positions of provost, deans, directors, head of the library, professors and associate professors;
- (r) undertake responsibility for the financial integrity of the University, including responsibility for ensuring sustainability and effectiveness of its future operations, their continuity and the preservation of the autonomy of the University;
- (s) approve all affiliations and other similar arrangements through which institutions or individuals may become associated with the University;
- (t) enter into agreements, contracts, collaborations, understandings and arrangements with governments, organizations, institutions, bodies, individuals and other persons for the purpose of carrying out its functions and activities.
- (u) take all such initiatives, as it may consider necessary or desirable for the efficient or effective management and functioning of the University; and
- (v) perform such other functions as may be assigned or delegated to it by the Sponsor.

(9) The Council shall regulate its own rules of procedure and may amend or modify them from time to time provided that such rules of procedure are consistent with the provisions of the Act, the Universities Regulations, 2014 and this Charter and provided further that where any such rules of procedure are in conflict with or inconsistent with the provisions of the Act, the Universities Regulations, 2014 and this Charter, such rules of procedure shall be invalid and ineffective to the extent of the inconsistency.

(10) The Council shall meet at least four times in a year for regular or scheduled meetings and may meet at any other time at which a special meeting thereof may be called by the Chairman or requisitioned in writing by not less than one third of the Council members, a fraction being counted as one.

(11) Not less than ten clear days' notice of a special meeting shall be given to the members of the Council and the agenda of the meeting shall be restricted to the matters specified in the agenda to be annexed to such notice.

(12) The quorum for a meeting of the Council shall be one-half of its members, a fraction being counted as one.

(13) The decisions of the Council shall be by a simple majority of the members present and voting and, the Chairperson or person presiding shall, in the event of equality of votes, have a casting vote.

(14) Meetings may be held in person or through electronic means including audio, videoconferences or through circulation of written resolutions at the discretion of the Council. Written resolutions may be in two or more counter parts, which together and signed by the minimum number of Council members prescribed in the relevant resolution will be deemed to constitute a resolution of the Council. Such a written resolution of the Council will be filed with minutes of the proceedings of the Council and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any of the relevant counterpart.

The Students' Association

19. (1) There shall be a Student Association of the University, which comprises all the students of the University.

(2) The Students Association shall elect a Student Council which shall have the following functions—

- (a) overseeing and planning, in consultation with the Senate and the University Management Board, students' activities for the promotion of academic, spiritual, moral, harmonious communal life and social well-being;
- (b) drawing the attention of the appropriate authorities, where necessary, to the special needs of the students;
- (c) undertaking such other functions as provided in its governance instruments approved by the Senate; and
- (d) undertaking such other functions as provided in its governance instrument as approved by the University Council.

The Alumni Association

20. (1) The University may establish an Alumni Association as provided for in the Act, which shall consist of the graduates of the University, beginning with the first graduation, and such other persons as may be declared to be members by the Council.

(2) The objectives and the governance of the Alumni Association shall be guided by a constitution drawn up by the group of individuals who are the alumni of the University on the date of this Charter.

(3) The constitution of the Alumni Association shall be approved by the Council and shall not be inconsistent with this Charter.

PART IV— MANAGEMENT OF THE UNIVERSITY

The Vice-Chancellor

21. (1) The Vice-Chancellor shall be appointed upon such terms and conditions of service as the Council shall determine.

(2) The Vice-Chancellor shall be required to be the holder of a Doctor of Philosophy degree and shall be the Chief Executive Officer of the University.

(3) The Vice-Chancellor shall—

- (a) be the academic and administrative head of the University;**
- (b) have the overall responsibility for the direction, organization, administration and programmes of the University; and**
- (c) have such responsibilities and duties as may be provided for in the Charter.**

(4) The Vice-Chancellor shall, with the support and assistance of the University Management Board and the Senate, and in accordance with the guidelines and general policies formulated by the Council from time to time and for the implementation of the decisions and policies of the Council—

- (a) submit the plans of work and budget estimates of the University for the approval of the Council;
- (b) direct the activities connected with the execution of programmes for instruction, training, research, demonstration, and service and authorize expenditure provided for in the budget as approved by the Council;
- (c) appoint, with the approval of the Council where necessary, members of the academic and administrative staff of the University and such other personnel as may be necessary in accordance with policies and procedures approved by the Council so as to ensure the highest intellectual and moral qualities and appropriate qualifications in the persons appointed;
- (d) submit to the Council, in accordance with the rules of procedure framed by it, report on the activities of the University and the execution of the plans of work;
- (e) prepare and revise from time to time rules and regulations for the efficient and effective operation of the University;
- (f) provide the necessary services to the Council; and
- (g) act for and on behalf of the University as required and necessary.

(5) The Vice-Chancellor may, subject to the approval of the Council, assign or delegate such of his powers and functions under the Charter to such persons as the Vice-Chancellor may determine. Every such person shall report, and be responsible, to the Vice-Chancellor, who shall be responsible to the Council.

(6) The Vice-Chancellor shall perform such other functions as may be assigned or delegated to the Vice-Chancellor by the Council from time to time.

The Deputy Vice-Chancellors

22. (1) The University shall have one or more Deputy Vice-Chancellor as the Council deems fit.

(2) The Deputy Vice-Chancellor shall be appointed by the Council upon such terms and conditions as the Council shall determine.

(3) The Deputy Vice-Chancellor of the University shall support and assist the Vice-Chancellor on matters of the University.

(4) The Deputy Vice-Chancellor shall perform such other academic and administrative functions as assigned or delegated to the Deputy Vice-Chancellor by the Vice-Chancellor from time to time.

Principals of Constituent Colleges

23. (1) The Principal of a Constituent College shall be appointed by the Council through a competitive recruitment process and shall be the academic and administrative head of the Constituent College.

(2) The Principal shall hold office upon such terms and for such period as may be provided for by the Statutes and upon expiration of that period shall be eligible for re-appointment for one further term.

The Principals of Colleges of the University

24. (1) The Council shall, for each College and Campus of the University, appoint a Principal through a competitive recruitment process who shall be the academic and administrative head of the College and shall, under the general authority of the Vice-Chancellor, have such other powers and duties as may be provided for by the Statutes.

(2) The Principal shall hold office upon such terms and for such period as may be provided for by the Statutes.

The Senate

25. (1) There shall be a Senate of the University as provided for in the Statutes whose membership shall be—

- (a) the Vice-Chancellor, who shall be the Chairperson;
- (b) the Deputy Vice-Chancellors;
- (c) the Principals of each Constituent College of the University;
- (d) the Principals of each College and Campus of the University;
- (e) the Deans of Schools, Associate Deans, Directors of Institutes, Centres and other academic units;
- (f) the Registrars
- (g) the Heads of Departments;
- (h) two members elected by the Academic Board or equivalent body of each Constituent College from among the members of such board or body;
- (i) the Professors of the University
- (j) the University Librarian;
- (k) one representative of each of the School Boards appointed by the respective boards from amongst its members;
- (l) the Dean of Students;
- (m) the Directors of the respective directorates established in the University;
- (n) subject to the Statutes, two members elected by the students' organization, who shall however not be entitled to attend deliberations of the Senate on matters which are considered by the Chairperson of the Senate to be confidential or which relate to examinations, the general discipline of students, and other related matters; and
- (o) such other member as the Council may determine in accordance with the Statutes.

(2) The Deputy Vice-Chancellor (Academic and Students Affairs) shall be the Secretary.

(3) The Senate shall set admission and graduation standards and requirements.

(4) The Senate shall initiate and implement academic policies of the University that have previously been approved by the Council and shall perform such academic functions as are prescribed by the Council from time to time.

(5) The Senate shall select, examine and admit students.

(6) The Senate shall cancel or withdraw degrees, certificates, achievement designations, and other academic distinctions as may be provided when deemed necessary.

(7) In addition, the Senate shall have the following powers and duties —

- (a) satisfying itself regarding the content and academic standard of any course of study in respect of any degree, diploma, certificate or other award of the University;
- (b) proposing Statutes to be made by the Council regarding the eligibility of persons for admission to degree, diploma and certificate programmes;
- (c) proposing Statutes to be made by the Council regarding the standard of proficiency to be gained in each examination for a degree, diploma, certificates or other awards of the University;
- (d) deciding which persons have attained prescribed standards of proficiency and are otherwise fit to be granted a degree, diploma, certificate or other awards of the University;
- (e) initiating proposals relating to the conduct of the University's academic programmes or affairs generally and to make representations thereon to the Council;
- (f) recommending to the Council the establishment, or abolition or harmonization of Faculties, Schools, Institutes, Units, Departments, and Centres as the Senate may from time to time deem necessary;
- (g) subject to the Act, making recommendations to the Council for the establishment or abolition, supervision, degree and other academic programmes and their titles in the University;
- (h) setting the dates of the academic year and determining the schedule of academic programmes within the academic year;
- (i) approving all syllabi of the University;
- (j) making regulations governing methods of assessing and examining the academic performance of students;
- (k) evaluating academic records of both undergraduate and postgraduate candidates for the purpose of admission into the University;
- (l) regulating the conduct of examinations;
- (m) appointing internal and external examiners and recommending to the Council the terms and conditions for their appointment;
- (n) approving the examination results;
- (o) subject to the Act, approving the award of degrees including the award of honorary degrees and other academic distinctions;

- (p) determining which qualifications or credits from other Universities or institutions shall be acceptable as equivalent to particular qualifications of the University;
- (q) determining the procedure to be followed in the conferment of the degrees and other awards;
- (r) determining the design of academic dress and prescribing its use;
- (s) evaluating research, teaching, staffing and general work of a body or section of the University and if it so wishes to report and making recommendations thereon to the Council;
- (t) promoting and administering the extra-mural, external and extension work of the University;
- (u) promoting research and innovation work in the University;
- (v) promoting co-operation and linkages with other institutions of higher learning and industry;
- (w) making regulations governing the award of fellowships, scholarships, bursaries, prizes and other awards;
- (x) developing, implementing and promoting quality assurance systems and structures in all University operations;
- (y) promoting the welfare of students and staff in the University;
- (z) proposing regulations and procedures for the discipline of students and making recommendations thereof to the Council;
- (aa) discontinuing a student from a programme of study on academic grounds;
- (bb) receiving proposals from various Boards and Faculties, Institutes, Schools, Centers and considering their recommendations and making appropriate decision;
- (cc) recommending to the Council appropriate criteria for appointment and promotion of academic staff of the university;
- (dd) reviewing the Statutes from time to time and to present recommendations thereon to the Council provided that all Statutes shall be reviewed at least once every five years; and
- (ee) determining general policy matters relating to the library, laboratory facilities, teaching aids, workshops and such other academic services which are in its view necessary for the furtherance of the academic objectives of the University.

The University Management Board

26. (1) There shall be a University Management Board which shall assist the Vice-Chancellor with the day-to-day management operations of the University and implementation of the policies of the University and further undertake such other functions as shall be set out in this Charter.

- (2) The membership of the University Management Board shall consist of—
 - (a) the Vice-Chancellor, who shall be the Chairperson;

- (b) the Deputy Vice-Chancellors;
- (c) the Registrar;
- (d) the Chief Financial Officer;
- (e) the Chief Legal Officer; and
- (f) the Quality Assurance Officer.

The Staff of the University

27. (1) The Academic Staff of the University shall consist of—

- (a) the Vice Chancellor;
- (b) the Deputy Vice-Chancellors;
- (c) the Principals of Colleges within the University;
- (d) the University Professors;
- (e) the University Librarian; and
- (f) all members of staff who are engaged in teaching, research or extension in the University.

(2) The Management staff of the University shall consist of—

- (a) the Council;
- (b) the Vice-Chancellor;
- (c) the Deputy Vice-Chancellors;
- (d) the Principals of Colleges within the University;
- (e) the Deans of Faculties and Schools, Directors of Centers and Institutes of the University;
- (f) the University Librarian;
- (g) the Chairpersons of departments;
- (h) the Registrars;
- (i) the Finance Officer of the University; and
- (j) such other members of the staff as the Council may from time to time determine.

(3) The administrative staff of the University shall consist of such members of staff engaged in general administration as the Council may, from time to time determine

(2) The technical staff of the University shall consist of those staff engaged in laboratory, field instruction, workshops and such similar environment in the teaching department under the general direction of the heads of the teaching departments, and as Council may, from time to time determine.

(3) The support staff of the University shall consist of those staff engaged in general duties and as the Council may, from time to time determine.

(4) All members of staff of the University shall, subject to this Charter, be appointed either—

- (a) in the manner and upon the terms and conditions of the services prescribed by the Statutes; or

- (b) in the case of a person seconded to the services of the University from the services of another institution, the government or any other institution, on terms and condition agreed upon with the Council.

(5) The Council may, subject to such restrictions as it may impose, delegate either generally or specifically, to any person, committee, or body, the power to appoint any member of the staff of the University.

Performance of duties during the incapacity of an Office Holder

28. (1) In the event of the incapacity of the Vice-Chancellor, the Council shall appoint one of the Deputy Vice-Chancellors to carry out the functions of the office of the Vice-Chancellor during the period of incapacity for a maximum of one hundred and eighty calendar days.

(2) In the event of the simultaneous incapacity of the Vice-Chancellor and the Deputy Vice-Chancellors, the Council shall appoint one of the Principals of Colleges within the University to perform the functions of the office of the Vice-Chancellor during the incapacity for a maximum of one hundred and eighty calendar days.

(3) In the event of the simultaneous incapacity of the Vice-Chancellor, the Deputy Vice-Chancellors, and the Principals of Colleges within the University, the University Council shall appoint a member of the academic staff at the level of a professor to perform the functions of the office of the Vice-Chancellor during the incapacity for a maximum of one hundred and eighty calendar days.

(4) In this section, “incapacity” means absence from Kenya or inability for any other reason to perform the functions of the office concerned or as may be provided for in the Statutes and whereupon at expiry of the above prescribed period, the position shall fall vacant and the process of filling up the position as provided for in the Act, Statutes, and or regulations shall commence.

PART V— FINANCIAL PROVISIONS

Financial Year

29. The financial year of the University shall be a consecutive period of twelve months commencing on the 1st day of January and ending on the 31st day of December each year or such other consecutive period of twelve months as the Council may determine from time to time.

University Fund and Resources

30. (1) The University shall have a Fund and whose resources may be derived from tuition and other fees, donations, gifts, trusts, bequests, endowments, grants, contributions, income from auxiliary activities such as consultancy, fees for services rendered and any other sources and which shall be under the control of the Council.

(2) Capital and recurrent expenditure of the University shall be met from the Fund and out of the contribution made by the Aga Khan Foundation and any other sources, including other foundations, universities and individuals as may be approved by the Council from time to time, and from the income derived therefrom.

(3) No contribution, donation or grant which may directly or indirectly involve any immediate or subsequent financial liability for the University, or which may involve an activity not included in its programmes for the time being, shall be accepted without the prior approval of the Council.

Investment of Funds

31. (1) The Council may invest any of the funds of the University in securities, treasury bonds, trust funds or in such other securities as the Sponsor may approve.

(2) The Council may place on deposit with such banks as it may determine, any monies not immediately required for the purposes of the University.

Annual Estimates

32. (1) Before the commencement of a fiscal year, the Council shall cause to be prepared estimates of the revenue and expenditure of the University for that year.

(2) The annual estimates shall make provisions for all the estimated expenditure of the University for the financial year concerned, and in particular shall provide—

- (a) for the payment of the salaries, allowances and other charges in respect of the staff of the University;
- (b) for the payment of the pensions, gratuities and other charges in respect of retirement benefits which are payable out of the funds of the University;
- (c) for the proper maintenance of the buildings and grounds of the University;
- (d) for the proper maintenance, repair and replacement of equipment and other movable property of the University;
- (e) for the funding of the cost of teaching, research and outreach activities of the University;
- (f) for development purposes; and
- (g) for the creation of such funds to meet future or contingent liabilities in respect of retiring benefits insurance or replacement of building or equipment and in respect of such other matters as the Council may think fit.

Accounts and Audit

33. (1) The accounts of the University shall be maintained in such form and manner as may be determined by the Council and shall be audited each year within four months of the closing of the financial year of the University by a Certified Public Accountant appointed by the Council.

(2) The University shall be operated on a non-profit basis. Any surplus made by it shall accrue to the University and shall be used to promote the objects of the University and to sustain its academic and service programmes. The University shall not distribute its surplus or any part thereof to any person or a legal entity other than those collaborating with the University in furtherance of its objectives.

(3) The accounts, together with the report of the auditor thereon, shall be submitted annually to the Council for approval and availed to the Commission whenever required.

(4) The auditor's report shall certify that the auditor has complied with the standards of audit and certification laid down by the Institute of Certified Public Accountants of Kenya.

PART V— MISCELLANEOUS PROVISIONS*Instruments of Governance*

34. (1) The University shall conspicuously display all its instruments of governance.

(2) Where any instrument is revoked under this Charter, the University shall, within fourteen days of such revocation, return the original instrument of governance to the Commission subject to the provisions of this Charter.

Instruments of Authority

35. Subject to this Charter, the University shall possess the University Mace, the Common Seal for signification of documents and the University Logo as its instruments of Authority.

The Common Seal

36. (1) The Common Seal of the University shall be kept in such custody and used only as the Council shall direct and may be affixed, as and when required under the applicable law, to legal documents and instruments or as determined by the Council. A document or an instrument duly sealed and purporting to be signed by the duly authorized officers of the University shall be binding and considered as properly executed by the University.

(2) The Common Seal of the University shall be authenticated by the signatures of the Vice-Chancellor and or other person duly authorized by the Council.

(3) The Common Seal of the University when affixed to any document and duly authenticated shall be judicially noticed, and unless and until the contrary is proved, any order or authorization of the Council under this section shall be presumed to have been duly given.

(4) All documents other than those required by law to be under Seal, made on behalf of the Council and all decisions of the Council shall be under the hand of the Chairperson, the Vice-Chancellor or the respective Deputy Vice-Chancellor or any other member of the Council duly authorized by the Council on its behalf.

(5) No person, body, authority and or organization performing any function related to administration, registration of companies, business, trade, advertisement, calling, profession, shall use the Common Seal and Logo of the Aga Khan University-Kenya except with the consent of the Council and or authorized representative of the Council.

Indemnity and Bar of Jurisdiction

37. No matter or thing done by a member of the University or any officer, employee or agent of University shall, if the matter or thing is done *bona fide* for executing the functions, powers or duties of the university, render the member, officer, employee or agent or any person acting under the directions personally liable to any action, claim or demand whatsoever.

Interpretations and Amendment of the Charter

38. (1) The Charter shall be valid and effectual in law according to its true intent and meaning and shall be construed, subject to the provisions of the Act and applicable regulations, in the best interest of the University to ensure effective promotion and implementation of its objectives, and optimal utilization of its resources in accordance with the provisions of this Charter.

(2) Any proposed amendment of this Charter shall be made by a two-thirds majority vote of the Council and such proposed amendment shall have prior approval of the Chancellor and the Sponsor provided that no such proposed amendment shall be inconsistent with the provisions of the Charter.

Statutes

39. (1) In the performance of its functions under this Charter, the Council shall, subject to this Charter, make Statutes generally for the governance, control and administration of the University and for the better carrying into effect of the purposes of this Charter, and in particular for the—

- (a) establishment of Colleges, Faculties, Schools, Institutes and Centers of the University;
- (b) description of degrees, diplomas, certificates and other academic qualifications;
- (c) requirement for conferment of degrees, diplomas, certificates and other academic qualifications;
- (d) conduct of examinations;
- (e) determination and collection of fees and other charges;
- (f) prescription of rules and regulations for the conduct and organization of student affairs;
- (g) setting the terms and conditions of service, including the appointment, dismissal & recommendation of retirement benefits of the members of the staff of the university;
- (h) constitution and procedure of meetings of the Council, and the establishment, composition and terms of reference of committees of the Council; and
- (i) providing for or prescribing anything, which, under this Charter may be provided for or prescribed by Statutes.

(2) The Council of Aga Khan University shall have the powers to make Statutes for the University under this Charter in accordance to the provisions of the Act.

Convocation

40. (1) There shall be Convocation of the University which shall consist of such members as prescribed by the Statutes.

(2) The convocation shall be convened for purposes of conferment of awards and for such other functions as may be outlined in the Statutes.

Variation or Revocation

41. The Charter of the University may be varied or revoked as provided for in the Act.

Protection of University Name

42. (1) Despite the provisions of any other written law, no public officer performing the functions relating to the registration of companies or business names is to accept for the registration any name that includes the word “The Aga Khan” together with the word “University”, “College”, “Institute” or “Centre”.

(2) A person shall not use the name of the University as established by this Charter for the purposes of—

- (a) advertisement;
- (b) publication;

- (c) business;
- (d) trade; or
- (e) profession,

without the consent of the University Council.

Transitional

43. (1) The University Council in place at the time of grant of this Charter, shall continue to be in place for a period of six months after which appointment shall be done in accordance with this Charter.

(2) The University Council in place at the time of grant of this Charter may make Statutes for the University under this Charter and the Statutes so made shall be deemed to be made under this Charter.

(3) The persons occupying the offices of the Vice-Chancellor and the Deputy Vice-Chancellors of the Aga Khan University-Kenya at the time of grant of this Charter, shall continue to discharge their responsibilities and exercise such powers as set out in the Act and this Charter with respect to the University for a period of six months after which appointment shall be done in accordance with this Charter.

(4) All persons who were members of staff of Aga Khan University shall be deemed to have been appointed under this Charter on the same Terms and Conditions of Service.

(5) All the students of the Aga Khan University-Kenya, Kenya who were pursuing degree, diploma, certificate, and post degree programmes as at the commencement date of this Charter, shall be deemed to be students of the University and shall complete their courses and be awarded degrees, diploma, certificate, and post degree programmes certificate, as the case may be, of the University.

(6) For the purposes of this paragraph “the Aga Khan University-Kenya” means the University operating under a Letter of Interim Authority issued on the 11th July, 2002.

Dissolution

44. The University may be wound-up as provided for under the applicable law, or upon the initiative of the Sponsor and subject to the approval of the Commission. Liquidation of the University shall be performed by a liquidator appointed by the Council with the prior written approval of the Sponsor. Upon dissolution or winding-up of the University, the net assets of the University shall, after satisfaction of all its debts and liabilities, be distributed by the Sponsor, or such other entity or entities, as may be determined by the Sponsor.

Given under my hand and the Public Seal of the Republic of Kenya on.

Dated the 11th June, 2021.

UHURU MUIGAI KENYATTA,
President.

GEORGE MAGOHA,
Cabinet Secretary for Education.