

Company Number: 00981908

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY  
GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**THE NATIONAL FILM AND TELEVISION  
SCHOOL**

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**MILLS & REEVE**

## **1 Company's name**

- 1.1 The company's name is **THE NATIONAL FILM AND TELEVISION SCHOOL** ("the School").

## **2 Interpretation**

- 2.1 In the articles:

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the School;

"**articles**" means the School's articles of association;

"**Board**" means the Board of Governors from time to time;

"**clear days**" in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

"**Commission**" means The Charity Commission for England and Wales;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the School;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**Governors**" means the governors of the School. The Governors are the School's trustees as defined by section 177 of the Charities Act 2011;

"**Independent Governors**" means independent Governors who are neither staff nor students of the School;

"**memorandum**" means the School's memorandum of association;

“**officers**” includes the Governors and the secretary (if any);

“**seal**” means the common seal of the School if it has one;

“**secretary**” means any person appointed to perform the duties of the secretary of the School;

“**Staff Governor**” means a member of staff of the School appointed as a Governor;

“**the School**” means the company regulated by the articles;

“**United Kingdom**” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.2 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the School.

2.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3 Liability of Members**

3.1 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the School in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

3.1.1 payment of the School’s debts and liabilities incurred before he, she or it ceases to be a member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

### **4 Objects**

4.1 The objects for which the School is established are:

- 4.1.1 To promote and provide for the advancement of education of the public and in this connection to carry on a School in Great Britain for the education and training of persons concerned in the making of films, television and new media.
- 4.1.2 To provide instruction in the art and science of making cinematograph and other films.
- 4.1.3 To provide instruction in the art and science of making programmes for television.
- 4.1.4 To provide instruction in the art and science of new media.

## **5 Powers**

- 5.1 The School has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the School has power:
  - 5.1.1 To produce, promote, organise, provide, manage or present films, lectures, exhibitions, television programmes and new media.
  - 5.1.2 To acquire construct reconstruct equip furnish and maintain any premises required for use in connection with the activities of the School and to provide all necessary facilities therefore including a bar for the sale of alcoholic liquor for the use of the members, the students attending the school, the staff and their guests.
  - 5.1.3 To purchase, hire, exchange, make or provide any equipment machinery materials or books required in conjunction with the activities of the School.
  - 5.1.4 To provide for board residence and accommodation for all or any of the students.
  - 5.1.5 To award prizes scholarships and grants to any person.
  - 5.1.6 To make appeals for moneys and solicit subscriptions to the funds of the school and to accept any gifts of property whether subject to any trust or not and to undertake and carry out any such trusts.

- 5.1.7 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 5.1.8 To grant pensions and retirement benefits to or for employees or former employees of the School and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisions of pensions and retirement benefits for employees and former employees of the School their widows, children and other dependants.
- 5.1.9 To sell, let, improve, mortgage, manage, exchange, develop, dispose of, turn to account or otherwise deal with all or any of the property or assets of the School as may be thought necessary with a view to the promotion of its objects.
- 5.1.10 To borrow or raise money for the purposes of the School on such terms and on such security as may be thought fit.
- 5.1.11 To undertake and execute any charitable trusts which may lawfully be undertaken by the School.
- 5.1.12 To invest the moneys of the School not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 5.1.13 To establish and support or aid in the establishment and support of any charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the School or calculated to further its objects.
- 5.1.14 To amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the School and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such

payments or distributions are prohibited in the case of members of the School by this memorandum of association.

5.1.15 To do all such other lawful things as are incidental to the attainment of the above objects or any of them Provided that:

- (i) In case the School shall take or hold any property subject to the jurisdiction of the Commission, the School shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors of the School shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would be as such Board of Governors have been if no incorporation had been effected, and the incorporation of the School shall not diminish or impair any control or authority exercisable by the Chancery Division or the Commission over such Board of Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the School were not incorporated.
- (ii) In case the School shall take or hold any property which may be subject to any trusts, the School shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (iii) The School shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the School would make it a trade union.

## **6 Application of income and property**

6.1 The income and property of the School, whencesoever derived, shall be applied solely towards the promotion of the Objects of the School as detailed in article 4, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit, to the members of the School,

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the School, or to any member of the School, in return for any services actually rendered to the School, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the School; but so that no member of the Board other than the Director for the time being of the School as appointed in accordance with article 28.1 (if a member of such Board) "and one other Governor" shall be appointed to any salaried office of the School or any office of the school paid by fees that no remuneration or other benefit in money or money's worth shall be given by the School to any member of such Board, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the School and except in the case of any such Director "or other Governor as aforesaid" his remuneration as such and pension on retirement. Provided that the provision last aforesaid shall not apply to any payment to any company which a member of the Board may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

## **7 Declaration of Governors' interests**

- 7.1 A Governor must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the School or in any transaction or arrangement entered into by the School which has not previously been declared. A Governor must absent himself or herself from any discussions of the School Governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the School and any personal interest (including but not limited to any personal financial interest).

## **8 Conflicts of interests and conflicts of loyalties**

- 8.1 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:

- 8.1.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 8.1.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
- 8.1.3 the unconflicted Governors consider it is in the interests of the School to authorise the conflict of interests in the circumstances applying.

8.2 In this article 8 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

## **9 Members**

- 9.1 The number of members is limited to twenty-five.
- 9.2 Each Governor shall so long as he shall be a Governor also be a member of the School and shall cease to be a member on his ceasing to be a Governor.
- 9.3 The Governors must keep a register of names and addresses of the members.

## **10 Non-transfer of membership**

- 10.1 Membership is not transferable.

## **11 Termination of membership**

- 11.1 Membership is terminated if:
  - 11.1.1 the member ceases to be a Governor;
  - 11.1.2 the member dies or, if it is an organisation, ceases to exist;
  - 11.1.3 the member resigns by written notice to the School unless, after the resignation, there would be less than two members;
  - 11.1.4 any sum due from the member to the School is not paid in full within six months of it falling due;



11.1.5 the member is removed from membership by a resolution of the Governors that it is in the best interests of the School that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

- (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Governors at which the resolution will be proposed and the reasons why it is to be proposed;
- (ii) the member or, at the option of the member, the member's representative (who need not be a member of the School) has been allowed to make representations to the meeting.

## **12 General meetings**

12.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

12.2 The Governors may call a general meeting at any time.

## **13 Notice of general meetings**

13.1 The minimum periods of notice required to hold a general meeting of the School are:

13.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

13.1.2 fourteen clear days for all other general meetings.

13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.

13.4 The notice must be given to all the members and to the Governors and auditors.

13.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the School.

#### **14 Proceedings at general meetings**

14.1 No business shall be transacted at any general meeting unless a quorum is present.

14.2 A quorum is five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

14.3 The authorised representative of a member organisation shall be counted in the quorum.

14.4 If:

14.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

14.4.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Governors shall determine.

14.5 The Governors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

14.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

14.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Governors.

14.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Governor nominated by the Governors shall chair the meeting.

14.9 If there is only one Governor present and willing to act, he or she shall chair the meeting.

- 14.10 If no Governor is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 14.15 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 14.15.1 by the person chairing the meeting; or
  - 14.15.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 14.15.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14.16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 14.17 The result of the vote must be recorded in the minutes of the School but the number or proportion of votes cast need not be recorded.
- 14.18 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 14.19 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

- 14.20 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 14.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 14.23 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 14.24 The poll must be taken within thirty days after it has been demanded.
- 14.25 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **15 Content of proxy notices**

- 15.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 15.1.1 states the name and address of the member appointing the proxy;
  - 15.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 15.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
  - 15.1.4 is delivered to the School in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 15.2 The School may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

15.4 Unless a proxy notice indicates otherwise, it must be treated as:

15.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

15.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **16 Delivery of proxy notices**

16.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the School by or on behalf of that person.

16.2 An appointment under a proxy notice may be revoked by delivering to the School a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

16.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

16.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **17 Written resolutions**

17.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

17.1.1 a copy of the proposed resolution has been sent to every eligible member;

17.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

17.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

17.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **18 Votes of members**

18.1 Every member, whether an individual or an organisation, shall have one vote.

18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18.3 Any organisation that is a member of the School may nominate any person to act as its representative at any meeting of the School.

18.4 The organisation must give written notice to the School of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the School. The representative may continue to represent the organisation until written notice to the contrary is received by the School.

18.5 Any notice given to the School will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The School shall not be required to consider whether the representative has been properly appointed by the organisation.

## **19 Governors**

19.1 The Board:

19.1.1 shall consist of a majority of Independent Governors (including the Chair who shall be an Independent Governor); and

19.1.2 may include one Staff Governor, subject always to the provisions of Article 25.16.

- 19.2 A Governor must be a natural person aged 16 years or older.
- 19.3 No one may be appointed a Governor if he or she would be disqualified from acting under the provisions of article 23.
- 19.4 The Board of Governors shall consist of not less than seven nor more than twenty-five Governors.
- 19.5 A Governor may not appoint an alternate Governor or anyone to act on his or her behalf at meetings of the Governors.

## **20 Powers of Governors & Academic Freedom**

- 20.1 The Governors shall manage the business of the School and may exercise all the powers of the School unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 20.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Governors.
- 20.3 Any meeting of Governors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Governors.
- 20.4 The Board of Governors shall ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or any privileges they may have at the School.

## **21 Retirement of Governors**

- 21.1 At each annual general meeting one-third of the Governors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one Governor he or she must retire.
- 21.2 The Governors to retire by rotation shall be those who have been longest in office since their last appointment. If any Governors became or were appointed Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 21.3 If a Governor is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

## **22 Appointment of Governors**

22.1 Subject to Article 19.1 the School may by ordinary resolution:

22.1.1 appoint a person who is willing to act to be a Governor; and

22.1.2 determine the rotation in which any additional Governors are to retire.

22.2 No person other than a Governor retiring by rotation may be appointed a Governor at any general meeting unless:

22.2.1 he or she is recommended for re-election by the Governors; or

22.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the School is given a notice that:

(i) is signed by a member entitled to vote at the meeting;

(ii) states the member's intention to propose the appointment of a person as a Governor;

(iii) contains the details that, if the person were to be appointed, the School would have to file at Companies House; and

(iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

22.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Governor other than a Governor who is to retire by rotation.

22.4 The Governors may appoint a person who is willing to act to be a Governor.

22.5 A Governor appointed by a resolution of the other Governors must retire at the next annual general meeting and must not be taken into account in determining the Governors who are to retire by rotation.

22.6 The appointment of a Governor, whether by the School in general meeting or by the other Governors, must not cause the number of Governors to exceed any number fixed as the maximum number of Governors.



## **23 Disqualification and removal of Governors**

23.1 A Governor shall cease to hold office if he or she:

- 23.1.1 ceases to be a Governor by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 23.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 23.1.3 ceases to be a member of the School;
- 23.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 23.1.5 resigns as a Governor by notice to the School (but only if at least two Governors will remain in office when the notice of resignation is to take effect); or
- 23.1.6 is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.

## **24 Remuneration of Governors**

24.1 The Governors must not be paid any remuneration unless it is authorised by article 6.

## **25 Proceedings of Governors**

25.1 The Governors may regulate their proceedings as they think fit, subject to the provisions of the articles.

25.2 Any Governor may call a meeting of the Governors.

25.3 The secretary (if any) must call a meeting of the Governors if requested to do so by a Governor.

25.4 Questions arising at a meeting shall be decided by a majority of votes.

25.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- 25.6 A meeting may be held by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
- 25.7 No decision may be made by a meeting of the Governors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Governors in which a participant or participants may communicate with all the other participants.
- 25.8 The quorum shall be five Governors.
- 25.9 A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.
- 25.10 If the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.
- 25.11 The Governors shall appoint a Governor to chair their meetings and may at any time revoke such appointment.
- 25.12 If no-one has been appointed to chair meetings of the Governors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Governors present may appoint one of their number to chair that meeting.
- 25.13 The person appointed to chair meetings of the Governors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Governors.
- 25.14 A resolution in writing or in electronic form agreed by all of the Governors entitled to receive notice of a meeting of the Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held.
- 25.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Governors has signified their agreement.
- 25.16 Notwithstanding any other provision of these articles, the Chair or the Board (acting by majority) may require the Staff Governor to withdraw from any part of any meeting

of the Board or a committee of the Board (including, without limitation, at which there will be considered the appointment, grading, promotion, suspension, dismissal, retirement, salary or conditions of service of or any disciplinary action proposed to be taken against a member of the staff.

## **26 Delegation**

26.1 The Governors may delegate any of their powers or functions to a committee of two or more Governors but the terms of any delegation must be recorded in the minute book.

26.2 The Governors may impose conditions when delegating, including the conditions that:

26.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

26.2.2 no expenditure may be incurred on behalf of the School except in accordance with a budget previously agreed with the Governors.

26.3 The Governors may revoke or alter a delegation.

26.4 All acts and proceedings of any committees must be fully and promptly reported to the Governors.

## **27 Validity of Governors' decisions**

27.1 Subject to article 27.2, all acts done by a meeting of Governors, or of a committee of Governors, shall be valid notwithstanding the participation in any vote of a Governor:

27.1.1 who was disqualified from holding office;

27.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

27.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

27.1.4 the vote of that Governor; and

27.1.5 that Governor being counted in the quorum;

the decision has been made by a majority of the Governors at a quorate meeting.

27.2 Article 27.1 does not permit a Governor or connected person to keep any benefit that may be conferred upon him or her by a resolution of the Governors or of a committee of Governors if, but for article 27.1, the resolution would have been void, or if the Governor has not complied with article 7.

## **28 The Directors and Staff of the School**

28.1 The Board may from time to time appoint any person whether a Governor or not to the office of Director of the School or to any other office including a teaching post for such period and on such terms as to remuneration and otherwise as they think fit subject to the provisions of Article 6 and may revoke any such appointment. The Board may entrust and confer upon such person appointed as Director of the School any of the powers exercisable by them upon such terms and conditions and with restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers. No person shall be entitled to vote on a resolution nor attend any meeting of the Board concerning his own appointment to any office at the School including the office of Director of the School or any teaching post not concerning his terms of appointment and remuneration.

## **29 Seal**

29.1 If the School has a seal it must only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the secretary (if any) or by a second Governor.

## **30 Minutes**

30.1 The Governors must keep minutes of all:

30.1.1 appointments of officers made by the Governors;

30.1.2 proceedings at meetings of the School;

30.1.3 meetings of the Governors and committees of Governors including:

- (i) the names of the Governors present at the meeting;
- (ii) the decisions made at the meetings; and
- (iii) where appropriate the reasons for the decisions.

### **31 Accounts**

31.1 The Governors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

31.2 The Governors must keep accounting records as required by the Companies Acts.

### **32 Annual Report and Return and Register of Charities**

32.1 The Governors must comply with the requirements of the Charities Act 2011 with regard to the:

32.1.1 transmission of a copy of the statements of account to the Commission;

32.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

32.1.3 preparation of an Annual Return and its transmission to the Commission.

32.2 The Governors must notify the Commission promptly of any changes to the School's entry on the Central Register of Charities.

### **33 Means of communication to be used**

33.1 Subject to the articles, anything sent or supplied by or to the School under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the School.

- 33.2 Subject to the articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- 33.3 Any notice to be given to or by any person pursuant to the articles:
- 33.3.1 must be in writing; or
  - 33.3.2 must be given in electronic form.
- 33.4 The School may give any notice to a member either:
- 33.4.1 personally; or
  - 33.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 33.4.3 by leaving it at the address of the member; or
  - 33.4.4 by giving it in electronic form to the member's address; or
  - 33.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 33.5 A member who does not register an address with the School or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the School.
- 33.6 A member present in person at any meeting of the School shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 33.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

33.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

33.9.1 48 hours after the envelope containing it was posted; or

33.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

#### **34 Indemnity**

34.1 The School shall indemnify a relevant Governor against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

34.2 In this article a “**relevant Governor**” means any Governor or former Governor of the school.

#### **35 Rules**

35.1 The Governors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the School.

35.2 The bye laws may regulate the following matters but are not restricted to them:

35.2.1 the admission of members of the School (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

35.2.2 the conduct of members of the School in relation to one another, and to the School's employees and volunteers;

35.2.3 the setting aside of the whole or any part or parts of the School's premises at any particular time or times or for any particular purpose or purposes;

35.2.4 the procedure at general meetings and meetings of the Governors in so far as such procedure is not regulated by the Companies Acts or by the articles;

35.2.5 generally, all such matters as are commonly the subject matter of company rules.

35.3 The School in general meeting has the power to alter, add or to repeal the rules or bye laws.

35.4 The Governors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the School.

35.5 The rules or bye laws shall be binding on all members of the School. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **36 Disputes**

36.1 If a dispute arises between members of the School about the validity or propriety of anything done by the members of the School under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **37 Dissolution**

37.1 If upon the winding up or dissolution of the School there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the School, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the School and which shall prohibit the distribution of its or their income and property amongst their members to an extent at least as great as is imposed on the School under or by virtue of article 6, such institution or institutions to be determined by the members of the School at or before the time of dissolution, and if an so far as effect cannot be given to such provision, then to some other charitable object.

### **38 Interpretation**

38.1 In article 7, article 8.2 and article 27.2, "**connected person**" means:

38.1.1 a child, parent, grandchild, grandparent, brother or sister of the Governor;

38.1.2 the spouse or civil partner of the Governor or of any person falling within paragraph 38.1.1 above;



- 38.1.3 a person carrying on business in partnership with the Governor or with any person falling within paragraph 38.1.1 or 38.1.2 above;
- 38.1.4 an institution which is controlled:
- (i) by the Governor or any connected person falling with paragraphs 38.1.1, 38.1.2 or 38.1.3 above; or
  - (ii) by two or more persons falling within paragraph 38.1.4(i) above, when taken together
- 38.1.5 a body corporate in which:
- (i) the Governor or any connected person falling within paragraphs 38.1.1 to 38.1.3 above has a substantial interest; or
  - (ii) two or more persons falling within sub-paragraph 38.1.5(i) above who, when taken together, have a substantial interest.
  - (iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

### **39 Amending the Articles**

- 39.1 No addition, alteration, or amendment to or in the provisions of the articles for the time being in force shall take effect unless:-
- 39.1.1 the same shall have been approved in writing, prior to any resolution to amend, by the Charity Commission to the extent (if any) required under the Charities Act 2011, and
  - 39.1.2 the Privy Council so directs under section 129B (3) of the Education Reform Act 1988, as amended; or
  - 39.1.3 the same shall have been approved by the Privy Council pursuant to the provisions of section 129B(4) of the last-mentioned Act, as amended.