

Company Number: 00981908

Registered with the Charity Commission for England and Wales under number 313429

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY
GUARANTEE

ARTICLES OF ASSOCIATION

of

THE NATIONAL FILM AND TELEVISION
SCHOOL

(as adopted by special resolution passed on 19 November 2019)

1 **Preliminary**

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 in force on the date when these Articles become binding on the Company ("Model Articles") do not apply to the company.

2 **Company's name**

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

3 **Interpretation**

3.1 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;

"Connected Person" means any person falling within one of the following categories:

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Governor; or
- b) the spouse or civil partner of any person in (a); or
- c) any person who carries on business in partnership with a Governor or with any person

in (a) or (b); or

- d) an institution which is controlled by either a Governor, any person in (a), (b) or (c), or a Governor and any person in (a), (b) or (c), taken together;
- e) a corporate body in which a Governor or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

"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 who 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;

"office of profit" means a position that brings to the person holding it some financial gain, or advantage, or other benefit;

"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;

"School" means the company regulated by the articles;

"Staff Governor" means a member of staff of the School appointed as a Governor;

"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.

- 3.2 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.

- 3.3 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.
- 3.4 Throughout the articles 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the School is the law of England and Wales.

4 Liability of Members

- 4.1 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:
- 4.1.1 payment of the School's debts and liabilities incurred before he, she or it ceases to be a member;
- 4.1.2 payment of the costs, charges and expenses of winding up; and
- 4.1.3 adjustment of the rights of the contributories among themselves.

5 Objects

- 5.1 The objects for which the School is established are:
- 5.1.1 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.
- 5.1.2 To provide instruction in the art and science of making cinematograph and other films.
- 5.1.3 To provide instruction in the art and science of making programmes for television.
- 5.1.4 To provide instruction in the art and science of new media.

6 **Powers**

6.1 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:

6.1.1 To produce, promote, organise, provide, manage or present films, lectures, exhibitions, television programmes and new media (which shall include, without limitation games, immersive technology, artificial intelligence and virtual reality).

6.1.2 To acquire, hold, 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.

6.1.3 To purchase, hire, exchange, make or provide any equipment machinery materials or books required in conjunction with the activities of the School.

6.1.4 To provide for board residence and/or accommodation and related facilities for all or any of the students and/or staff of the School.

6.1.5 To teach courses and programmes for certificates, diplomas or degrees or other awards (including without limitation joint or dual degrees, certificates, diplomas or other awards).

6.1.6 To the extent permitted by law, regulation and/or contract to award degrees and other awards and to withdraw or revoke such degrees or awards and to award, withdraw or revoke other marks of educational merit such as diplomas, certificates, joint and dual degrees, fellowships (honorary or otherwise), memberships or credits on the grounds of examination or study or research or other evidence of achievement or as a recognition of service to the School or as a mark of distinction and respect to grant to persons approved by the School.

6.1.7 To participate as the School may think fit in arrangements made with any college or institute of higher or further education or with any other body having the appropriate powers whereby students of the School may become qualified to receive any academic qualifications of such body.

- 6.1.8 To promote extra-curricular activities amongst the students of the School, under the auspices of the School or otherwise, and to support the moral, spiritual, social and physical well-being of such students.
- 6.1.9 To make provision for research and consultancy services, and with these objects to enter into such arrangements with other institutions, bodies or persons as may be thought desirable by the School from time to time.
- 6.1.10 To establish such relationships with universities or other educational institutions or any other body as considered desirable or expedient.
- 6.1.11 To assess the performance of persons by examinations or other means.
- 6.1.12 To make rules and regulations for the conduct of students.
- 6.1.13 To provide, upon such terms as the School shall think fit, such theatres, work space, libraries, reading rooms, museums, laboratories and workshops, galleries, club rooms, premises for theatre, film, music, sports, playing fields, refectories and residential accommodation and such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the School.
- 6.1.14 To award prizes scholarships and grants to any person.
- 6.1.15 To accept, hold (as trustee or otherwise), and deal with funds, donations, legacies and endowments.
- 6.1.16 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.
- 6.1.17 To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks and formulae, and any licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any inventions, and any secret or other information as to any invention, film television programme and/or game; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired;
- 6.1.18 To draw, make, accept, endorse, negotiate, discount and execute promissory

notes, bills of exchange and other negotiable instruments.

- 6.1.19 To employ and engage the services of such persons as are considered necessary for furthering the objects of the School.
- 6.1.20 To institute professorships, readerships and lectureships and any other offices of any kind whether academic or not as may be required by the School; to appoint persons to and remove them from such offices and to prescribe their conditions of service.
- 6.1.21 To grant pensions and retirement benefits and life assurances to or for employees or former employees of the School or any subsidiary 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 and life assurances for employees and former employees of the School or any subsidiary of the School their widows, children and other dependants.
- 6.1.22 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.
- 6.1.23 To borrow or raise money for the purposes of the School on such terms and on such security as may be thought fit.
- 6.1.24 To undertake and execute any charitable trusts which may lawfully be undertaken by the School.
- 6.1.25 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.
- 6.1.26 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.
- 6.1.27 To establish subsidiary undertakings, companies and trusts, and to accept

appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the School, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the School.

- 6.1.28 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.
- 6.1.29 To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the School by any of the School's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects of the School.
- 6.1.30 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the School and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions.
- 6.1.31 To solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions.
- 6.1.32 To found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work.
- 6.1.33 To promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or

not being students of the School and to provide opportunities and facilities for persons to undertake study and research.

- 6.1.34 To provide advisory services and centres for information for the use of the students or staff of the School or, upon such terms as the School shall think fit, for the use of the public or any classes or members of the public.
- 6.1.35 To prepare, edit, print, publish, issue, acquire, circulate and distribute scripts, books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents, games and mechanical and other models and equipment and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature.
- 6.1.36 To prescribe in its regulations or rules the requirements for graduation and the conditions under which persons shall be admitted to the School, be admitted to any particular course of study therein, or be registered as students of the School.
- 6.1.37 To provide for the discipline of staff, students and other persons using any of the facilities of the School and to regulate such use in such manner as the School may think fit.
- 6.1.38 To make and publish any regulations and procedures for the government and conduct of the School and its students (including, without limitation academic regulations), and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient.
- 6.1.39 To prescribe, alter, vary or waive, fees, subscriptions and charges of all descriptions to be levied or made by the School.
- 6.1.40 To raise funds (but not by means of taxable trading where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the School and the profits of which are liable to tax).
- 6.1.41 To provide indemnity insurance to cover the liability of the Governors:
 - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may

be guilty in relation to the School; or

(b) against the costs of a successful defence to a criminal prosecution; or

(c) to make contributions to the assets of the School in accordance with the provisions of section 214 of the Insolvency Act 1986.

PROVIDED THAT any such insurance shall not extend to:

(i) in the case of any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the School, or which the Governors did not care whether it was in the best interests of the School or not;

(ii) in the case of any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or willful or reckless misconduct of the Governors;

(iii) in the case of any liability to pay a fine;

(iv) in the case of any liability to make such a contribution where the basis of the Governor's liability is his knowledge prior to the insolvent liquidation of the School (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the School would avoid going into insolvent liquidation;

6.1.42 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 endeavor 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.

7 Application of income and property

7.1 The income and property of the School shall only be applied to promote the Objects.

7.2 Except as provided below, no part of the income or property of the School may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the School. This shall not prevent any payment in good faith by the School of:

7.2.1 a benefit to any Member in the capacity of a beneficiary of the School;

7.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the School, provided that the provisions of article 7 below applies if such a Member is a Governor;

7.2.3 interest on money lent by a Member to the School at a reasonable and proper rate;

7.2.4 reasonable and proper rent for premises demised or let by a Member to the School; and

7.2.5 any payment to a Member who is also a Governor which is permitted under the provisions of article 7 below.

7.3 A Governor:

7.3.1 is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the School;

- 7.3.2 may benefit from trustee indemnity insurance purchased by the School in accordance with section 189 of the Charities Act;
 - 7.3.3 may receive payment under an indemnity from the School in the circumstances set out in article 37;
 - 7.3.4 may not receive any other benefit or payment from the School unless it is authorised by this article 7.
- 7.4 Unless the benefit or payment is permitted under article 7.5, no Governor (including a Member who is also a Governor) or Connected Person may:
- 7.4.1 buy any goods or services from the School on terms preferential to those applicable to members of the public;
 - 7.4.2 sell goods, services, or any interest in land to the School;
 - 7.4.3 be employed by, or receive any remuneration from the School; or
 - 7.4.4 receive any other financial benefit from the School.
- 7.5 A Governor or a Connected Person may:
- 7.5.1 receive a benefit from the School in the capacity of a beneficiary of the School provided that a majority of the Governors do not benefit in this way;
 - 7.5.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the School where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
 - 7.5.3 subject to article 7.6, enter into a contract for the supply of goods to the School that are not supplied in connection with services provided to the School by the Governor or Connected Person;
 - 7.5.4 receive reasonable and proper rent for premises let to the School;
 - 7.5.5 receive interest at a reasonable and proper rate on money lent to the School;
 - 7.5.6 take part in the normal trading and fund-raising activities of the School on the same terms as members of the public; and

- 7.5.7 receive or retain any payment for which prior written authorisation has been obtained from the Commission.
- 7.6 The School and its Governors may only rely on the authority provided by article 7.5.3 if each of the following conditions is satisfied:
- 7.6.1 the amount or maximum amount of the payment for the goods:
- 7.6.1.1 is set out in an agreement in writing between the School and the Governor or Connected Person supplying the goods (the Supplier) under which the Supplier is to supply the goods in question to the School;
- 7.6.1.2 does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- 7.6.2 the other Governors are satisfied that it is in the best interests of the School to contract with the Supplier rather than someone who is not a Governor or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Governors must balance the advantages of contracting with a Governor against the disadvantages of doing so;
- 7.6.3 the Supplier:
- 7.6.3.1 is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the School by them;
- 7.6.3.2 does not vote on any such matter and is not counted when calculating whether a quorum of Governors is present at the meeting; and
- 7.6.4 a majority of the Governors then in office are not in receipt of remuneration or payments authorised by article 7.
- 7.7 In article 7.5 and article 7.6, the “School” includes any company in which the School:
- 7.7.1 holds more than 50% of the shares; or
- 7.7.2 controls more than 50 % of the voting rights attached to the shares; or
- 7.7.3 has the right to appoint one or more directors to the company.
- 7.8 A Governor’s duty under the Act to avoid a conflict of interest with the School does not apply to any transaction authorised by this article 7.

7.9 Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.

8 Declaration of Governors' interests

8.1 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).

9 Conflicts of interests and conflicts of loyalties

9.1 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:

9.1.1 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;

9.1.2 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

9.1.3 the unconflicted Governors consider it is in the interests of the School to authorise the conflict of interests in the circumstances applying.

9.2 In this article 9 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.

10 Members

10.1 The number of members is limited to the number of Governors from time to time.

10.2 Each Governor shall so long as he or she shall be a Governor also be a member of the School and shall cease to be a member on his or her ceasing to be a Governor. No

person who is not a Governor shall be or be eligible to be a member.

10.3 The Governors must keep a register of names and addresses of the members.

10.4 There shall only be one class of membership interest.

10.5 Only natural persons shall be capable of being members.

11 Non-transfer of membership

11.1 Membership is not transferable.

11.2 No member shall be entitled to charge or encumber any membership interest held by him or her.

11.3 No member shall be entitled to separate the legal interest in the membership interest from the beneficial interest.

12 Termination of membership

12.1 Membership is terminated if:

12.1.1 the member ceases to be a Governor;

12.1.2 the member dies, or becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

12.1.3 the member resigns by written notice to the School unless, after the resignation, there would be fewer than five members;

12.1.4 any sum due from the member to the School is not paid in full within six months of it falling due;

12.1.5 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 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.

13 General meetings

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

13.2 There shall be no requirement to hold an annual general meeting subject only to the provisions of the Companies Acts.

14 Notice of general meetings

14.1 The minimum periods of notice required to hold a general meeting of the School are fourteen clear days for all other general meetings.

14.2 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.

14.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. 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 16.

14.4 The notice must be given to all the members and to the external auditors.

14.5 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.

15 Proceedings at general meetings

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

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

15.3 If:

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

15.3.2 during a meeting a quorum ceases to be present;

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

- 15.4 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.
- 15.5 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.
- 15.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Governors.
- 15.7 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting then the Deputy Chair shall chair the meeting or in his or her absence then a Governor nominated by the members present shall chair the meeting.
- 15.8 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 15.9 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.
- 15.10 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.
- 15.11 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.
- 15.12 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:
- 15.12.1 by the person chairing the meeting; or
- 15.12.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 15.12.3 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.

- 15.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 15.14 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.
- 15.15 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.
- 15.16 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.
- 15.17 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.
- 15.18 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 15.19 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 15.20 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.
- 15.21 The poll must be taken within thirty days after it has been demanded.
- 15.22 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.
- 15.23 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

16 Content of proxy notices

- 16.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
 - 16.1.1 states the name and address of the member appointing the proxy;
 - 16.1.2 identifies the person appointed to be that member's proxy and the general

meeting in relation to which that person is appointed;

16.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and

16.1.4 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.

16.2 The School may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

16.3 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.

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

16.4.1 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

16.4.2 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.

17 Delivery of proxy notices

17.1 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.

17.2 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.

17.3 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.

17.4 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.

18 Written resolutions

- 18.1 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:
- 18.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 18.1.2 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
 - 18.1.3 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.
- 18.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

19 Votes of members

- 19.1 Every member shall have one vote.
- 19.2 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.

20 Governors

- 20.1 The Board:
- 20.1.1 shall consist of a majority of Independent Governors (including the Chair who shall be an Independent Governor) with a minimum of five;
 - 20.1.2 the Director ex officio;
 - 20.1.3 and shall include one Staff Governor, appointed or elected in a manner approved by the Board from time to time, subject always to the provisions of Article 26.16; and.
 - 20.1.4 shall include one Student Governor, (who shall, unless otherwise agreed by the Board be the President for the time being of the student union of the School ex officio or if there be no such person in post then a student appointed in a manner approved by the Board) subject always to the provisions of Article 26.17.
- 20.2 A Governor must be a natural person aged 18 years or older.

- 20.3 No one may be appointed a Governor if he or she would be disqualified from acting under the provisions of article 24.
- 20.4 The Board of Governors shall consist of not fewer than seven nor more than twenty- five Governors.
- 20.5 A Governor may not appoint an alternate Governor or anyone to act on his or her behalf at meetings of the Governors.
- 20.6 All Governors shall meet the “fit and proper” test of a governor of a higher education provider as imposed by the Office for Students from time to time.

21 Powers of Governors & Academic Freedom

- 21.1 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.
- 21.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Governors.
- 21.3 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.
- 21.4 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.
- 21.5 The Board of Governors shall be responsible for oversight of all of the School’s activities including, without limitation disciplinary matters and the educational character and mission of the School and the exercise of degree awarding and related powers.

22 Appointment and Retirement of Governors

- 22.1 Independent Governors shall be elected for a term of up to three years.
 - 22.2.1 A retiring Independent Governor shall be eligible for re-election for up to two further terms each of up to three years.
 - 22.2.2 In exceptional circumstances approved by the Board an Independent Governor

may serve term(s) of office in excess of those specified in Article 22.2.1.

- 22.3 The Student Governor shall remain a Governor for one academic year of the School. A Student Governor shall be eligible for re-election for a maximum (unless for exceptional circumstances) of one further term.
- 22.4 The Staff Governor shall remain a Governor for the shorter of three years from their date of appointment or upon them ceasing to be an employee of the School.
- 22.5 The Director shall serve as Governor in an ex officio role so that his or her term of office shall end on the date he or she ceases to be Director.
- 22.6 The School, through the Board of Governors, shall at the meeting at which any Independent Governor retires use its reasonable endeavors to fill the vacated office by electing a person to it if without such appointment the minimum quorum specified in Article 20.1.1 would not be met.
- 22.7 If at any meeting at which an election of Independent Governors ought to take place, the place of any retiring Independent Governor is not filled, and this would result in their number falling below the minimum number of five, the meeting shall stand adjourned for a period not exceeding thirty days with the date and time for the adjourned meeting being agreed before the adjournment, and if at such adjourned meeting, the place of any retiring Independent Governor is not filled up, the retiring Independent Governor may exceptionally serve for up to six months to allow a new Independent Governor to be appointed.
- 22.8 Independent Governors shall be appointed following a selection process run by a governance, appointments and remuneration committee (by whatever name called) of the Governors taking account of the need for the Board of Governors to have a balanced skillset appropriate for the School and taking account of gender and diversity balance.
- 22.9 No person holding any office of profit (otherwise than as a member of staff at the School) under the School shall be eligible to be a Governor.

23 Maximum Number of Governors

- 23.1 The appointment of a Governor must not cause the number of Governors to exceed 25.

24 Disqualification and removal of Governors

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

- 24.1.1 ceases to be a Governor by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 24.1.2 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);
- 24.1.3 ceases to be a member of the School;
- 24.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 24.1.5 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 24.1.6 if the Governor is directly or indirectly interested in any contract with the School and fails to declare the nature of his / her interest in manner required by section 182 of the Companies Act 2006 and these articles; or
- 24.1.7 if the Governor accepts any office of profit (otherwise than as a member of staff at the School) at the School;
- 24.1.8 resigns as a Governor by notice to the School (but only if at least five Governors will remain in office when the notice of resignation is to take effect);
- 24.1.9 if that Governor shall breach any code of conduct for Governors approved by the Governors from time to time and the Governors resolve that his or her office be vacated;
- 24.1.10 that Governor brings him or herself or the School into disrepute or the Governors consider in their discretion that he or she may do so and the Governors resolve that his or her office be vacated; or
- 24.1.11 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.

25 Remuneration of Governors

- 25.1 The Governors must not be paid any remuneration unless it is authorised by article 7.

26 Proceedings of Governors

- 26.1 The Governors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 26.2 Any Governor may call a meeting of the Governors.
- 26.3 The secretary (if any) must call a meeting of the Governors if requested to do so by a Governor.
- 26.4 Questions arising at a meeting shall be decided by a majority of votes.
- 26.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 26.6 A meeting may be held by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
- 26.7 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.
- 26.8 The quorum shall be five independent Governors.
- 26.9 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.
- 26.10 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.
- 26.11 The Governors shall appoint an Independent Governor for a term usually being 3 years to chair their meetings but may at any time revoke such appointment. The Governors shall also appoint an Independent Governor to be Deputy Chair for a term usually being 3 years to chair their meetings and otherwise act for the Chair in the absence of the Chair but may at any time revoke such appointment.
- 26.12 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.

- 26.13 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.
- 26.14 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.
- 26.15 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.
- 26.16 Notwithstanding any other provision of these articles, the Chair or the Board (acting by majority) may require any Governor to withdraw from any part of any meeting of the Board or a committee of the Board of any matter in which they may have an interest.
- 26.17 Notwithstanding any other provision of these articles, the Chair or the Board (acting by majority) may require the Student Governor and/or Staff Governor to withdraw from any part of any meeting of the Board or a committee of the Board at which there will be considered the conduct, discipline, remuneration or promotion of a named member of staff or the conduct and discipline of a named student.
- 26.18 The Governors may invite persons to attend Governors meetings and contribute to the discussions but have no vote.

27 Delegation

- 27.1 The Governors may delegate any of their powers or functions to a committee of two or more Governors (including a majority of Independent Governors) but the terms of any delegation must be recorded in the minute book.
- 27.2 The Governors may impose conditions when delegating, including the conditions that:
- 27.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 27.2.2 no expenditure may be incurred on behalf of the School except in accordance with a budget previously agreed with the Governors.

- 27.3 The Governors may revoke or alter a delegation.
- 27.4 All acts and proceedings of any committees must be fully and promptly reported to the Governors.
- 27.5 The Governors shall not delegate any of the following:
- (a) the determination of the corporate strategy (including associated plans and budgets), the educational character and mission of the School and oversight of its activities;
 - (b) the approval of the School's annual budgets for expenditure and estimates of income;
 - (c) the approval of the annual audited financial accounts of the School and the approval of the annual report of the activities of the School;
 - (d) the appointment or dismissal of the internal or external auditors of the School;
 - (e) ensuring the solvency of the School and the safeguarding of its assets;
 - (f) for approving major decisions of the School (as specified in guidelines approved from time to time by the Board);
 - (g) for approving the framework of governance and management for the School;
 - (h) for monitoring the performance of the School as an institution and of its management and executive;
 - (i) the appointment or dismissal of the Director and Clerk of the School and determination of their pay and conditions of service;
 - (j) setting a framework for the pay and conditions of service for all other staff; and
 - (k) the appointment of Governors to represent the School on other bodies.

28 Validity of Governors' decisions

- 28.1 Subject to article 28.2, 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:
- 28.1.1 who was disqualified from holding office;
 - 28.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

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

if without:

28.1.4 the vote of that Governor; and

28.1.5 that Governor being counted in the quorum;

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

28.2 Article 28.1 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 28.1, the resolution would have been void, or if the Governor has not complied with article 8.

28.3 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 The Directors and Staff of the School

29.1 The Board shall appoint a person to the office of Director of the School for such period and on such terms as to remuneration and otherwise as they think fit subject to the provisions of Article 7 and may revoke any such appointment.

29.2 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.

30 Seal

30.1 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.

31 Minutes

31.1 The Governors must keep minutes of all:

31.1.1 appointments of officers made by the Governors;

31.1.2 proceedings at meetings of the School;

31.1.3 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.

32 The Academic Standards Committee

Subject to the provisions of these articles to the overall responsibility of the Governors, the Governors shall establish and maintain a committee of the Board currently called the academic standards committee (“Academic Standards Committee”) but so that the Board shall be entitled to change its name from time to time. Such committee shall be the primary committee responsible for the management of the academic activities of the School. Subject to the powers reserved to the Governors and otherwise subject to the approval of the Governors, the Academic Standards Committee shall make regulations, appoint and remove its sub-committees and take such other measures and act in such a manner as shall appear to be best calculated to promote the academic work of the School both in teaching and research and for the regulation and superintendence of the education and academic discipline of the students of the School. The membership and powers of the Academic Standards Committee, and of its sub-committees, shall be as agreed with the Governors from time to time. Unless otherwise specified by the Governors, the Registrar of the School from time to time shall be the Chair of the Academic Standards Committee.

33 Student Union

The Governors shall approve the constitution of any student union and review such student union's constitution at least once every five years. No amendment to or rescission of such student union's constitution is valid unless and until approved by the Governors.

34 Accounts

- 34.1 True accounts shall be kept of the sums of money received and expended by the School, and of the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the School, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the School for the time being, shall be open to the inspection of the Governors. Separate accounts shall be kept of special trust funds devoted or appropriated to special purposes. Once at least in every year the accounts of the School shall be examined and the correctness of the balance sheet be ascertained by one or more properly qualified auditor or auditors (“external auditors”).
- 34.2 External auditors must be appointed for each financial year of the School by the Governors. The appointment must be made in the period for appointing auditors as defined in section 485 of the Companies Act 2006.
- 34.3 The School’s external auditors shall cease to hold office at the end of next period for appointing auditors unless and until they are re-appointed by the Governors in accordance with section 485(4) of the Companies Act 2006.
- 34.4 The Board shall appoint internal auditors of the School and the Board shall determine the terms and conditions of their appointment and removal.

35 Annual Report and Return and Register of Charities

- 35.1 The Governors must comply with the requirements of the Charities Act 2011 with regard to the:
- 35.1.1 transmission of a copy of the statements of account to the Commission;
 - 35.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - 35.1.3 preparation of an Annual Return and its transmission to the Commission.
- 35.2 The Governors must notify the Commission promptly of any changes to the School's entry on the Central Register of Charities.

36 Means of communication to be used

- 36.1 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.

36.2 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.

36.3 Any notice to be given to or by any person pursuant to the articles:

36.3.1 must be in writing; or

36.3.2 must be given in electronic form.

36.4 The School may give any notice to a member either:

36.4.1 personally; or

36.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

36.4.3 by leaving it at the address of the member; or

36.4.4 by giving it in electronic form to the member's address; or

36.4.5 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.

36.5 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.

36.6 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.

36.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

36.8 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.

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

36.9.1 48 hours after the envelope containing it was posted; or

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

37 Indemnity

37.1 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 or any application under Section 1157 of the Companies Act 2006 in which relief is granted to him or her by the Court.

37.2 In this article a "relevant Governor" means any Governor or former Governor of the school.

38 Rules

38.1 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.

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

38.2.1 the admission of members of the School and the rights and privileges of such members;

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

38.2.3 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;

38.2.4 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;

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

- 38.3 The Governors have the power to alter, add or to repeal the rules or bye laws.
- 38.4 The Governors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Governors.
- 38.5 The rules or bye laws shall be binding on all Governors qua directors of the School and qua members of the School. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

39 Secretary and Clerk

- 39.1 The Board may appoint a Secretary to the School and if so appointed the Board shall determine his or her remit, terms of appointment and removal. The Board shall also appoint a Clerk to the School and determine his or her remit, terms of appointment and removal. The Secretary and Clerk need not be the same person but could be by resolution of the Board.

40 Dissolution

- 40.1 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 instructions 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 7, 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.

41 Interpretation

- 41.1 In article 8, article 9.2 and article 28.2, "connected person" means:
- 41.1.1 a child, parent, grandchild, grandparent, brother or sister of the Governor;
 - 41.1.2 the spouse or civil partner of the Governor or of any person falling within paragraph 41.1.1 above;
 - 41.1.3 a person carrying on business in partnership with the Governor or with any person falling within paragraph 41.1.1 or 41.1.2 above;

- 41.1.4 an institution which is controlled:
- (i) by the Governor or any connected person falling with paragraphs 41.1.1, 41.1.2 or 41.1.3 above; or
 - (ii) by two or more persons falling within paragraph 41.1.4(i) above, when taken together
- 41.1.5 a body corporate in which:
- (i) the Governor or any connected person falling within paragraphs 41.1.1 to 41.1.3 above has a substantial interest; or
 - (ii) two or more persons falling within sub-paragraph 41.1.5(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.

42 Amending the Articles

- 42.1 No addition, alteration, or amendment to or in the provisions of the articles for the time being in force shall take effect unless:
- 42.1.1 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
 - 42.1.2 the Privy Council so directs under section 129B (3) of the Education Reform Act 1988, as amended; or
 - 42.1.3 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.