
**ARTICLES OF ASSOCIATION
OF
THE CENTRAL SCHOOL OF SPEECH AND DRAMA**

THE COMPANIES ACT 1985 & 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
THE CENTRAL SCHOOL OF SPEECH AND DRAMA (the "School")**

**(Adopted by special resolution of the School on 31 March 2008 with Privy
Council approval on 14 August 2008)**

INTERPRETATION

1. The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of the present Articles shall not apply to the School and the present Articles alone shall constitute the Articles of the School.
2. In the present Articles unless there is something in the subject or context inconsistent therewith:

"Academic Board" means the Academic Board of the School constituted in accordance with the present Articles

Annual General Meeting means an annual general meeting of the Members, convened and held in accordance with the provisions of the present Articles

"Article" means any article of these Articles

"Board of Governors" means the board of governors of the School appointed in accordance with the provisions of these Articles which shall be the board of directors for the purposes of the Statutes

"School" means The Central School of Speech and Drama

"Clerk" means the person appointed to the office of the clerk to the Board of Governors under the present Articles who shall also be the company secretary for the purposes of the Statutes

"Deputy Chair" means the deputy Chair of the Board of Governors as may be appointed from time to time in accordance with the provisions of these Articles

"Extraordinary General Meeting" means a meeting of the Members not being an Annual General Meeting convened and held in accordance with the provisions of the present Articles

“General Meeting”	means a general meeting of the Members, convened and held in accordance with the provisions of the present Articles including both an Annual General Meeting and an Extraordinary General Meeting
“Governors”	means the members for the time being of the Board of Governors hereby constituted who shall be directors for the purposes of the Statutes
“Holders of the Senior Posts”	means the Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine and “holder of senior post” shall be construed accordingly
“Month”	means calendar month
“Member”	means a member of the School, as provided by the present Articles
“Memorandum of Association”	of means the School’s memorandum of association
“Office”	means the registered office of the School
“Patron”	means a patron of the School
“President”	means the president of the School, appointed in accordance with the provisions of the present Articles
“Principal”	means the principal of the School
“Secretary of State”	means the Secretary of State for Innovation Universities and Skills
“Staff”	includes both teaching and other staff of the School
“Staff Governor”	means a member of the Board of Governors appointed on the nomination of the Academic Board, or as a co-opted staff nominee
“Statutes”	means the Companies Act 1985, the Companies Act 2006, the Education Acts 1944 to 2005 and every other act for the time being in force concerning companies and affecting the School
“Student Governor”	means the a member of the Board of Governors appointed as a student nominee or a co-opted student nominee

- "Students' Union" means any association of the generality of students formed to further the educational purposes of the School and the interests of students as students
- "these Articles" means these present Articles of Association as currently framed or as from time to time altered by Special Resolution, and any regulations of the School from time to time in force
- "the Vice-President" means the vice-president(s) of the School, appointed in accordance with the provisions of the present Articles

Words importing the masculine gender include the feminine.

Words importing the singular include the plural and vice versa.

Words importing the masculine gender including the feminine.

Words importing persons include corporations.

MEMBERS

3. The School is established for the purposes expressed in the Memorandum of Association.
4. Subject to the provisions of Article 6 (c) the following persons shall be the Members of the School:
 - (a) the Governors for the time being of the School;
 - (b) the President for the time being of the School;
 - (c) the Vice-President(s) (if any) for the time being of the School;
 - (d) such other persons as the Governors shall admit to membership in accordance with the provisions hereinafter contained, none of whom need have any existing connection with the School.
5. Nothing in these articles shall entitle the Governors to discriminate in any way against prospective or current Governors between applicants by reason of sex, age, race, colour, creed or disability. Where any person desires to be admitted to membership of the School he or she must first sign and deliver to the School an application for admission in such terms as the Governors shall require.
6.
 - (a) a person may terminate his or her membership of the School by giving to the School notice in writing to that effect. Upon ceasing to be a Member such

person shall automatically be deemed to have ceased to be a Governor (if applicable).

- (b) upon ceasing to be a Governor for any reason such person shall also cease (if applicable) to be a Member with immediate effect.
- (c) a student member shall unless the Board of Governors otherwise decide automatically cease to be a Member of the School at the commencement of the next academic term following the academic term during or at the termination of which the student member completed or otherwise terminated his or her studies at the School.
- (d) without prejudice to the provisions of paragraphs (a), (b) and (c) of this Article, the Governors shall be entitled by resolution of at least two-thirds of the Governors present and voting at a special meeting of the Governors at which not less than five Governors shall be present to require a member to terminate his or her membership of the School as provided in paragraph (a) of this Article and in passing such a resolution the Governors shall not be bound to give any reason for their decision. If such Member shall not have delivered his or her written notice of termination to the School within fourteen days of the aforesaid resolution, he or she shall be deemed to have delivered the same and shall thereupon cease to be a member of the School.

GENERAL MEETINGS

- 7. The School shall hold a General Meeting in every calendar year as its Annual General Meeting at such time (not being more than 15 months after the last preceding Annual General Meeting) and place as may be determined by the Governors and shall specify the meeting as such in the notices calling it unless the Board of Governors decide that no Annual General Meeting shall be held. All other General Meetings shall be called Extraordinary General Meetings.
- 8. The Governors may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened as provided by the Companies Act 2006.
- 9. Fourteen days' notice in writing at the least, of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and the day for which it is given) specifying the place, the day and the hour of the meeting and, in manner hereinafter mentioned shall be given to such persons as are under these Articles or under the Companies Act 2006 entitled to receive such notices from the School; but with the consent of all the Members having the right to attend and vote thereat, or of such lesser proportion of them as is prescribed by the Companies Act 2006 a meeting may be convened on a shorter period of notice. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

10. No other person shall be entitled to receive notices of General Meetings.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Governors and of the auditors and other related documents, the election of Governors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors or determining the manner in which such remuneration is to be fixed.
12. No business shall be transacted at any General Meeting unless a quorum is present.
13. Five Members personally shall form a quorum for all purposes. Proxies shall not be permitted for any purpose.
14. The Chair of the Governors failing whom the Deputy Chair shall preside as Chair at every General Meeting. If there be no such Chair of the Governors or Deputy Chair or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the meeting or shall be willing to preside, then the Members present shall choose another Governor as Chair of the Meeting, and if there be no Governor present or if all Governors present decline to take the Chair then the Members present shall choose one of their number to preside.
15. The Chair may, with the consent of any meeting at which the quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.
16. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved but in any case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Governors may determine and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, then those Members present shall be a quorum and may transact the business for which the meeting was called.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or upon the declaration of the result of the show of hands) demanded by the Chair or at least five Members present in person. Unless a poll be so demanded a declaration by the Chair of the meeting

that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book of proceedings of the School shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. If a poll be demanded it shall be take at such time and place and in such manner as the Chair of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be demanded on the election of the Chair of a meeting or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote.
21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
22. Subject to the provisions of the Statutes, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every such Member has signified his or her approval in writing or by electronic communication, shall be as valid and effective as if it had been passed at a General Meeting of the School duly called and constituted.

VOTES OF MEMBERS

23. Subject as hereinafter provided every Member shall have one vote.
24. Save as herein expressly provided, no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the School in respect of his or her membership shall be entitled to vote at any General Meeting.

MEMBERSHIP OF THE BOARD OF GOVERNORS

25. There shall be a Board of Governors for the management of the affairs of the School as hereinafter specified. The Governors shall not be less than twelve and not more than sixteen elected Governors (determined in accordance with Article 27), the President of the Student Union and the person who is for the time being the Principal of the School unless in each case he or she chooses not be a Governor. The elected Governors shall comprise:

- (a) up to thirteen persons (referred to below as the independent Governors) appearing to the Governors to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession;
- (b) one member of Staff at the School nominated by the Staff;
- (c) up to one member co-opted by the Board of Governors "co-opted Governor"); and.
- (d) up to one teacher at the School nominated by the Academic Board.

A person who is employed at the School (whether or not as a teacher) or a full-time student at the School or an elected member of any local authority is not eligible for appointment as an independent Governor.

The Governors may from time to time invite one or more persons to become Patrons of the School and any such Patron shall be entitled to attend but not to vote all meetings of the Governors and notices of meetings of the Governors shall only be sent to them upon request and they shall not be counted for the purpose of the quorum.

26. For the purposes of this paragraph, a person who is not for the time being enrolled as a student at the School shall be treated as such a student during any period when he or she has been granted leave of absence from the School for the purposes of study or travel or for carrying out the duties of any office held by him or her in the Students' Union at the School.

It shall be for the appointing authority to determine whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

DETERMINATION OF MEMBERSHIP NUMBERS

27. Pursuant to Article 25 the Board of Governors shall make a determination with respect to their membership numbers.

Such a determination shall fix the number of members of each variable category of which the Board of Governors are to consist, subject to the limits applicable in relation to that category in accordance with Article 26 above.

In making such a determination, the Board of Governors shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be independent Governors.

Such a determination shall not result in the termination of the appointment of any person who is a member of the Board of Governors at the time when it takes effect.

Such a determination may be varied by a subsequent determination.

APPOINTMENT AND RETIREMENT OF THE GOVERNORS

28. The independent and co-opted Governors shall be elected by the Members for a specified period. Subject to Article 34 (in respect of the Chair), appointments should be for a maximum of three terms of three years duration but, exceptionally, a Governor may be re-appointed for a further term of a maximum of three years in pursuance of a resolution passed by a majority of the Governors. The office of a Governor shall be vacated in any of the following events:
- (a) if a receiving order is made against him or her or he or she makes any management or composition with his or her creditors generally;
 - (b) if he or she becomes of unsound mind;
 - (c) if by notice in writing to the School he or she resigns his or her office;
 - (d) if he or she becomes prohibited from being a Governor by reason of any order made under the Companies Directors Disqualification Act 1986;
 - (e) if he or she ceases to be a Member of the School;
 - (f) if he or she has been absent from meetings of the School for a period longer than twelve consecutive months without the permission of the School;
 - (g) upon the expiry of the term of office of the Governor; or
 - (h) he or she ceases to be eligible to be a trustee of a charity.
29. The continuing Governors may act notwithstanding any vacancy in their body, but if and so long as the number of Governors is reduced below twelve, the continuing Governors may act only for the purpose of appointing Governors or summoning General Meetings.
30. Every Governor retiring at a meeting shall retain office until the close or adjournment of the meeting.
31. At the next Members meeting following which a co-opted Governor retires or is deemed to have retired under any provision of these Articles, the Members shall fill the vacant office by electing a person thereto for a period not exceeding three calendar years and in default the retiring Governor shall be deemed to have been re-elected unless:

- (a) at such Meeting it is expressly resolved not to fill up such vacated office or a resolution for his or her re-election is put to the meeting and lost; or
- (b) he or she has given to the School notice in writing of his or her unwillingness to be re-elected; or
- (c) he or she has served for the maximum period of time permissible under these Articles as a Governor.

A candidate may not be a Governor if he or she is under the age of eighteen.

32. If the majority of the Governors are satisfied that any Governor is unable or unfit to discharge the functions of a Governor, the Governors may by notice in writing to that Governor remove him or her from office; and thereupon the office shall become vacant.
33. Where a vacancy in the office of an independent Governor arises the appointing authority:
- (i) shall be the Governors if the appointment is made within the period of three months beginning with the date of determination; or
 - (ii) if the appointment is not made within that period, shall be the current independent Governors; or
 - (iii) if no appointment is made under the preceding sub-paragraph shall be the Members.

provided that any person so appointed under sub paragraph (i) or (ii) above shall retain office only until the next following Annual General Meeting and shall then be eligible for re-election by the Members.

OFFICERS

34. The Governors may from time to time elect a President of the School (who need not be a Governor), a Chair and Deputy Chair of the Governors (both of whom must be existing Governors) and determine the period for which they are respectively to hold office subject to the provisions of Article 28 of the present Articles but so that the Chair shall be appointed for a term of four years (irrespective of how many years previously served as a Governor or a Chair). A Chair can be re-appointed for one additional term of four years in pursuance of a resolution passed by a majority of the Governors. A Chair may serve for one additional one year term in pursuance of a resolution passed by a majority of the Governors, if a suitable successor has not been found by the end of the Chair's second four year term. A member of the School who is a member of Staff or a student at the School is not eligible for election as Chair or Deputy Chair of the Governors.

COMMITTEES

35. The Board of Governors may establish committees and permit such committees to include persons who are not members of the Board of Governors.
36. Subject to the Memorandum of Association, the Board of Governors shall determine any allowances to be paid to members of the Board of Governors. A Governor who is in receipt of a benefit or allowance from the School shall absent himself or herself from any part of a meeting which concerns that benefit.

APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

35. The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

PROCEEDINGS OF THE GOVERNORS

36. The Governors may meet together for the despatch of business and adjourn and (subject as hereinafter provided) otherwise regulate their meetings as they think fit. All questions shall be decided by a majority of votes. In case of an equality, the Chair shall have a second or casting vote. A Governor who is not in the United Kingdom shall not be entitled to notice of meetings of the Governors.

Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. Governors shall act only in the interests of the School. Governors shall comply with a code of conduct approved by the Board of Governors from time to time.

A Governor must declare any pecuniary, family or other personal interests in any matter under discussion. A Governor who declares any such interest shall take no part in the consideration of the matter and shall not vote and if he or she does so vote his or her vote shall not be counted.

A named or prospective member of Staff or a student who is a Governor shall withdraw for any item affecting him or her or his or her office or terms and conditions of service. The Principal shall withdraw from any meeting or part thereof where his or her own position is under discussion. The Board of Governors may in addition require any Governor to withdraw from the meeting or any part of the meeting if the Board of Governors resolve for any reason that such member withdraw. The Chair of Governors shall decide whether a matter falls within the terms of the above proviso. His or her decision shall be final and he or she shall not be bound to give any reason for his or her decision.

39. The quorum for meetings of the Governors shall be [x] Governors of whom [y] shall be independent Governors dependent upon the overall size of the Governors thus:

Total size of Board of Governors	[x] Minimum number of Governors to be present for quorum	[y] Minimum number of independent Governors within the total to be present for quorum
12 or 13	5	3
14 to 16	6	4
17	8	5

If a meeting is quorate, but less than half the Governors present are independent Governors, a majority of the independent Governors present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

Governors shall be entitled to take part in meetings of the Governors by telephone or video conference as long as all Governors in the said meeting can hear each other.

40. The Chair, or if he or she is not present within five minutes after the time appointed for holding the meeting and willing to preside then the Deputy Chair, shall preside at each meeting of the Governors. If there be no Chair or Deputy Chair, or if neither of them shall be present or willing to preside within such period of five minutes, the Governors present shall choose one from their number, exclusive of the Principal and the Staff or Student Representatives, to be Chair of the meeting.
41. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Governors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Governors.
42. The Governors shall hold at least three meetings in each year and shall publish annually a report of their proceedings and a statement of their accounts. At least five days' notice in writing shall be given of every meeting convened.
43. The Governors shall cause proper minutes to be made of all appointments of officers made by the Governors and of the proceedings of all meetings of the School, of the Governors and of committees of the Governors, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

The agenda, draft minutes (if they have been approved by the Chair of the meeting), signed minutes and any reports or papers considered at such meetings shall be available for inspection by Staff and students of the School except where

material relates to named members of staff or students, or prospective members of staff or students, or to matters which the Governors or any committee thereof, as appropriate, are satisfied should be dealt with on a confidential basis.

44. The Governors may act as the Board of Governors notwithstanding any vacancy in their body.
45. All acts done by any meeting of the Board of Governors or of a committee of the Board of Governors or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.
46. Any resolution of the Board of Governors may be rescinded or varied at any subsequent meeting of the Board of Governors if notice of the proposal to be rescinded or vary the resolution has been given and if the subject matter of the resolution (and any proposed variation) appears in the notice of such meeting.
47. A Governor shall not be entitled to appoint an alternate.

CONDUCT OF THE SCHOOL

48. The School shall be conducted in accordance with the provisions of the Statutes, any relevant regulations, orders or directions made by the Secretary of State for Education Innovation, Universities and Skills (or by the Privy Council), and subject thereto, in accordance with the provisions of the present Articles and any rules or bye-laws made under the present Articles.

POWERS OF THE GOVERNORS

47. The Governors shall be responsible:
 - (a) for the determination of the educational character and mission of the School and for oversight of its activities;
 - (b) for the effective and efficient use of resources, the solvency of the institution and for safeguarding its assets;
 - (c) for approving the corporate plan from time to time;
 - (d) for approving annual estimates of income and expenditure;
 - (e) for the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Holders of Senior Posts. The Governors shall also have responsibility for setting a framework for the pay and conditions of all the other staff.

48. The Governors:

- (a) shall establish an audit committee in accordance with the guidance issued by the Higher Education Funding Council for England;
- (b) shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Governors may remit to them. The members of the committee or committees shall be drawn from the Governors other than Staff or student Governors;
- (c) may establish any other such committees for any purpose or function, other than those assigned elsewhere in the present Articles to the Principal or Academic Board, and may delegate powers to such committees or to the Chair of Governors or to the Principal. The following shall not, however, be subject to such delegation:
 - the determination of the educational character and mission of the School;
 - the approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the School and the safeguarding of its assets;
 - the appointment or dismissal of the Principal;
 - the varying or revoking of these Articles.

The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governors so far as applicable and so far as the same shall not be superseded by any regulations. No rule, regulation or standing order shall have any validity or effect if it involves such an alteration or addition to these Articles as can only be effected by Special Resolutions.

THE ACADEMIC BOARD

49. There shall be an Academic Board of no more than thirty members comprising such officers of the School; course leaders/co-ordinators; academic, non-academic and student representatives and representatives from partner institutions as may be approved by the Governors from time to time. The majority of the Academic Board must be drawn from senior managers, for this purpose defined as the holders of senior posts, heads of departments or course leaders/co-ordinators.

The Principal shall act as Chair and may nominate a Deputy Chair from among the members of the Academic Board to take the chair in his or her place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Governors.

50. Subject to the provisions of these Articles, to the overall responsibility of the Governors, and to the responsibilities of the Principal, the Academic Board shall be responsible:
- (a) subject to the requirements of validating and accrediting bodies, for: general issues relating to the research, scholarship, teaching and courses at the School, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the contents of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons;
 - (b) for considering the development of the academic activities of the School and the resources needed to support them and for advising the Principal and Governors thereon;
 - (c) for advising on such matters as the Governors or the Principal may refer to the Academic Board.

The student representatives on the Academic Board shall not be entitled to receive papers and participate in discussions relating to the admission or academic assessment of individual students, or affecting the appointment, promotion or personal affairs of members of staff of the School. The Chair of the Academic Board shall decide whether a matter falls within the terms of the above proviso. His or her decision shall be final and he or she shall not be bound to give any reason for his or her decision.

53. The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the Principal and the Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.
54. Any minutes of meetings of the Academic Board shall be available for inspection by all Members of the School at all reasonable times.

THE PRINCIPAL

55. Subject to the responsibilities of the Governors, the Principal shall be the chief executive of the School, and shall be responsible:
- (a) for making proposal to the Governors about the educational character and mission of the School, and for implementing the decisions of the Governors;
 - (b) for the organisation, direction and management of the School and leadership of the staff;

- (c) for the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Governors - of the pay and conditions of service of staff other than the Holders of Senior Posts;
- (d) for the determination, after consultation with the Academic Board, of the School's academic activities, and for the determination of its other activities;
- (e) for preparing annual estimates of income and expenditure for consideration by the Governors and for the management of budget and resources, within estimates approved by the Governors;
- (f) for the maintenance of student discipline and, within the rules and procedures provided for within the present Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons

APPOINTMENT OF STAFF

56. Each member of staff shall serve under a contract of employment with the School.

Upon the occurrence of a vacancy for the post of Principal, the post shall be advertised nationally.

CONDUCT OF STAFF

57. After consultation with the staff, the Governors shall make rules relating to the conduct of staff. In making such rules, the Governors shall have regard to the need to ensure that academic staff of the School have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial and unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the School.

SUSPENSION AND DISMISSAL OF STAFF

58. The Chair of Governors or, in the absence of the Chair, the Deputy Chair, may suspend from duty, with pay, the Holder of a Senior Post for misconduct or other good and urgent cause. The Chair, or Deputy Chair, shall report such suspension in writing to the Governors within two working days or as soon as thereafter as practicable.
59. The Principal may suspend from duty, with pay, any member of the staff or the School, other than the Holder of a Senior Post for misconduct or other good and urgent cause.
60. Anyone who is suspended from duty under Article 58 or 59 shall be entitled to receive from the Principal, or in the case of the Holders of Senior Posts from the

Chair or Deputy Chair of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

61. Procedures for the suspension of staff under Article 58 or 59 shall be specified in rules made by the Governors after consultation with the staff. The rules shall include provision that:
- (a) any person who has been under suspension for three weeks or more may appeal in writing to the Governors against the suspension, save that no such right to appeal shall lie if the person is the subject of a reference to a special committee under Article 62 or of a notification from the Principal under Article 63;
 - (b) any appeal made under (a) shall be considered as soon as practicable;
 - (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.
62. If the Chair of Governors, or in his or her absence the Deputy Chair, or a majority of the members of the Governors, consider that it may be appropriate for the Board to dismiss the Holder of a Senior Post, the Chair, Deputy Chair or Governors as appropriate shall refer the matter to a special committee of the Board, which shall be convened as soon as possible to examine the facts, otherwise investigate the grounds for dismissal, and make a report to the Governors.

The person whose dismissal is to be considered by the special committee shall have the right to make representations to the committee, including oral representations, for which purpose he may be accompanied and represented by a friend.

The special committee shall prepare a written report for consideration by the Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case, and any considerations which the Committee considers should be taken into account in the Governors' consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Governors.

The Governors shall consider the report of the special committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Governors, including oral representations for which purpose he may be accompanied and represented by a friend.

The special committee shall consist of five members of the Board. The Chair of Governors, the Deputy Chair, the Principal and Staff and Student Governors shall not be eligible for membership of the special committee.

The Governors shall make rules specifying procedures and time limits for the conduct of the special committee and other aspects of the procedure set out in these Article.

63. Where the Principal proposes to dismiss any member of the staff of the School other than the Holder of a Senior Post and if the circumstances are such that he or she is entitled to do so by virtue of the conduct of that member of staff that dismissal may take immediate effect without any need for prior notice.
64. Where the Principal proposes to dismiss such a member of Staff and the circumstances described in Article 63 do not prevail he or she shall notify the member of staff concerned of that proposal. The staff member shall be given an opportunity to make representations to the Principal (including oral representations, for which purpose he or she may be accompanied and represented by a friend) before any decision to dismiss by the Principal is taken.

Where a staff member has been dismissed pursuant to Article 58 or a decision to dismiss has been taken pursuant to Article 64 that staff member may appeal against the dismissal or decision, as the case may be, to the Governors. In the case of an appeal against a decision to dismiss the dismissal shall not take effect until the appeal has been determined.

Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissals shall be specified in rules made by the Governors after consultation with the Staff. The rules should include rights of representation.

GRIEVANCE PROCEDURES

65. After consultation with the staff the Governors shall make rules specifying procedures according to which staff seek redress of any grievances relating to their employment.

STUDENTS

66. A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Governors and shall present audited accounts annually to the Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Governors.

The Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect of the conduct of students, including procedures for suspension and expulsion.

In the exercise of their responsibilities under Article 52 (a), the Academic Board, after consultation with the Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason.

The Governors shall ensure that students have an opportunity to raise matters of proper concern to them at all levels in the School.

FINANCIAL MATTERS

67. The Governors shall determine the tuition and other fees payable to the School (subject to any terms and conditions attached to grants, loans or other payments made by appropriate funding councils).

68. The Governors shall cause books of account or accounting records to be kept in accordance with the requirements of the Statutes.

Proper books shall not be deemed to be kept, if there are not kept such books of account as are necessary to give a true and fair view of the state of the School's affairs and to explain its transactions.

69. The books of account shall be kept at the office or subject to the provisions of the Statutes at such other place or places the Governors shall think fit and shall always be open to the inspection of the Governors.

70. The Governors shall from time to time determined whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the School or any of them shall be open to the inspection of members of the School not being Governors and no person (except a Member or Governor) shall have the right of inspecting any account or book or document of the School except as conferred by Statute or authorised by the Governors or by the School in General Meeting.

71. Annual estimates of income and expenditure shall be prepared by the Principal for the consideration and approval of the Governors.

72. At the Annual General Meeting in every year the Governors shall lay before the School a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Governors and the auditors and copies of such account balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same.

73. Once at least in every year the accounts of the School shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
74. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes and in accordance with any requirements of the Higher Education Funding Council for England the Governors being treated as the directors mentioned in those provisions.

NOTICES

75. A notice may be given by the School to any Member or Governor either personally or by sending it by post to that Member or Governor or to that Member's or Governor's usual residential address or other address nominated by the Member or Governor and notified to the Clerk or (if that Member or Governor has no such address within the United Kingdom) to the address, if any, within the United Kingdom supplied by that Member or Governor to the School for the giving of notice to that Member or Governor or by electronic communication or facsimile transmission to an e-mail address or fax number supplied by the Member or Governor or to a web site accepted by that Member or Governor. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have become effective, in the case of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post or if sent by electronic communication or by fax then the notice shall be deemed to be served at the time of the transmission.
76. Any notice served pursuant to Article 75 shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the School have notice of his or her death or bankruptcy.

RULES AND BYE-LAWS

77. The Governors shall have power to make rules and bye-laws concerning such matters with regard to the Government and conduct of the School as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles and the Statutes.

COPIES OF ARTICLES, RULES AND BYE-LAWS

78. A copy of these Articles, the Memorandum of Association, and any rules or bye-laws, shall be given to every Governor and shall be available for inspection upon request to every member of staff and every student or prospective student or member of the public.

BOOKS AND RECORDS

80.1 The Board of Governors shall cause records to be made in books provided for that purpose:

80.1.1 of all regulations and procedures made by the Board of Governors;

80.1.2 of all resolutions and proceedings at all meetings of the School and of the Board of Governors, and of committees;

80.1.3 of all appointments of Governors, the Principal, the President, and the Vice-President,

80.1.4 the Clerk;

80.1.5 of the names of the Governors present at each meeting of the Council and of any Committee of the Governors.

80.2 Every Governor present at any meeting of the Governors or any meeting of any Committee of the Governors shall sign his or her name in a book to be kept for that purpose.

80.3 The agenda, papers and minutes for meetings of the Governors and Committees of the Governors (except in such cases where the Governors or the Committee concerned deems that any document shall be kept confidential, for example on grounds that it treats matters which are commercially or legally sensitive or which relate to the affairs of named or identifiable individuals or to the relationship between the School and another party the interests of whom are to be safeguarded) shall be available for inspection upon request to every Governor, member of the Staff and every student of the School and the Governors shall arrange for all practicable steps to be taken to maintain these documents as records.

AMENDMENT OF ARTICLES

81. These Articles may be amended or replaced by a special resolution taken by the General Meeting of the School with the approval of the Privy Council.

INDEMNITY

82. Subject to the provisions of the Statutes and the Memorandum of Association, every Member of the Governors, auditor, Clerk or other officer of the School shall be entitled to be indemnified by the School against all reasonable costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

SEAL OF CORPORATION

83. The application of the seal of the School shall be authenticated by the signature of the Chair of the Board of Governors or the Clerk to Governors or specially by the Board or Governors to act for that purpose together with that of any other member of the Board of Governors.

The School seal shall be held under secure arrangements by the Clerk.

WINDING UP

84. The provisions of the Memorandum of Association relating to the winding-up or dissolution of the School shall have effect and be observed as if the same were repeated in the present Articles.

DATE OF ARTICLES

CHEQUES

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the School shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Governors shall from time to time by resolution determine.