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

Paul Taiano
Chairman

As approved by Privy Council 23 May 2013.

THE COMPANIES ACT 2006

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

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

**(Adopted by special resolution of the School on [date] with Privy Council
approval on [date])**

1. PRELIMINARIES

- 1.1 The company's name is The Royal Central School of Speech and Drama (and in this document it is called the "**School**").
- 1.2 The Registered Office of the School will be situated in England or Wales.
- 1.3 The regulations contained in Schedule 2 to the Companies (Model Articles) Regulations 2006 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.
- 1.4 These Articles incorporate the Instrument and Articles of Government as required by the Education Reform Act 1988.

2. INTERPRETATION

- 2.1 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

"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
“General Meeting”	means a general meeting of the Members, convened and held in accordance with the provisions of the present Articles including an Annual 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 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 Company, as provided by the present Articles
“Office”	means the registered office of the School
“Patron”	means the 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
“School”	means the Royal Central School of Speech and Drama
“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 2006, the Education Acts 1944 to 2005 and every other act for the time being in force concerning companies and affecting the School
“Student”	means a member of the Board of Governors appointed as

Governor"	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 persons include corporations.

3. **OBJECTS**

3.1 The objects ("the Objects") for which the School is established are the advancement of education and learning and to promote the knowledge, study and practice of speech training and of dramatic art and (without prejudice to the generality of the foregoing) in furtherance thereof:

3.1.1 to establish, carry on and conduct a School to be called the Royal Central School of Speech and Drama from premises in London and elsewhere (if applicable); and

3.1.2 to arrange and cause to be given, courses of instruction in speech training, in therapy and in dramatic art and other education areas.

4. **POWERS**

4.1 The School shall have the power to undertake all activities within the law in pursuit of its objects. This power shall include without limitation making academic awards (including without limitation, diplomas, joint degrees, dual degrees, certificates, fellowships, honorary degrees, honorary fellowships, memberships and associateships in its own name and/or jointly with other education institutions) in recognition of learning achievement.

5. **CONDUCT OF THE SCHOOL**

5.1 The School shall be conducted in accordance with the provisions of the Statutes and, subject thereto, in accordance with the provisions of the present Articles and any rules or Bye Laws made under the present Articles.

6. **COMPANY MEMBERS**

6.1 Subject to the provisions of Article 6.3.3 the following persons shall be the Members of the School:

6.1.1 the Governors for the time being of the School;

6.1.2 the President for the time being of the School;

6.1.3 up to 10 Vice-President(s) (if there are any) for the time being of the School, appointed by, and for such period of time as is seen fit, by the Members;

6.2 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.

6.3

6.3.1 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).

6.3.2 upon ceasing to be a Governor, President or Vice President (as applicable) for any reason such person shall also cease to be a Member with immediate effect.

6.3.3 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 or sabbatical duties at the School.

6.3.4 without prejudice to Articles 6.3.1 to 6.3.3, 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 Article 6.3.1 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.

7. GENERAL MEETINGS

- 7.1 All business that is transacted at a General Meeting and all that is transacted at an Annual General Meeting shall 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.
- 7.2 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.
- 7.3 The Governors may, whenever they think fit, convene a General Meeting, and General Meetings shall be convened as provided by the Companies Act 2006.
- 7.4 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.
- 7.5 No other person shall be entitled to receive notices of General Meetings.
- 7.6 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.

- 7.7 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.
- 7.8 If a poll be demanded it shall be taken 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.
- 7.9 No poll shall be demanded on the election of the Chair of a meeting or on any question of adjournment.
- 7.10 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.
- 7.11 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.
- 7.12 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:
- 7.12.1 a copy of the proposed resolution has been sent to every eligible member;
 - 7.12.2 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
 - 7.12.3 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.

8. **PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 No business shall be transacted at any General Meeting unless a quorum is present. Five Members personally present shall form a quorum for all purposes, provided that there shall always be a majority of Members who are also independent Governors. Proxies shall not be permitted for any purpose.
- 8.2 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.
- 8.3 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.
- 8.4 Subject as hereinafter provided every Member shall have one vote.

9. **MEMBERSHIP OF THE BOARD OF GOVERNORS**

- 9.1 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 seventeen elected Governors, 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 to be a Governor. The elected Governors shall comprise:
- 9.1.1 up to thirteen persons (referred to below as the independent Governors and who shall always comprise the majority of the 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;
- 9.1.2 one member of Staff at the School nominated by the Staff;
- 9.1.3 up to one member co-opted by the Board of Governors "co-opted Governor");

- 9.1.4 one Postgraduate Student of the School, elected by the Students of the School; and
- 9.1.5 up to one teacher at the School nominated by the Academic Board.
- 9.2 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.
- 9.3 The Governors may from time to time invite a person to become the Patron of the School and any such Patron shall be entitled to attend but not to vote at 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.

10. **APPOINTMENT AND RETIREMENT OF THE GOVERNORS**

- 10.1 The independent and co-opted Governors shall be elected by the Members for a specified period. Subject to Article 14.1 (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:
 - 10.1.1 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;
 - 10.1.2 if he or she becomes of unsound mind;
 - 10.1.3 if by notice in writing to the School he or she resigns his or her office;
 - 10.1.4 if he or she becomes prohibited from being a Governor by reason or any order made under the Companies Directors Disqualification Act 1986;
 - 10.1.5 if he or she ceases to be a Member of the School;
 - 10.1.6 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;
 - 10.1.7 upon the expiry of the term of office of the Governor; or
 - 10.1.8 he or she ceases to be eligible to be a trustee of a charity.

10.2 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.

10.3 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.

11. PROCEEDINGS OF THE GOVERNORS

11.1 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.

11.2 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.

11.3 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.

11.4 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

- 11.5 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.
- 11.6 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.
- 11.7 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.
- 11.8 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.
- 11.9 A Governor shall not be entitled to appoint an alternate.
- 11.10 The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

12. **POWERS OF THE GOVERNORS**

- 12.1 The Governors shall be responsible:
- 12.1.1 for the determination of the educational character and mission of the School and for oversight of its activities;
 - 12.1.2 for the effective and efficient use of resources, the solvency of the institution and for safeguarding its assets;
 - 12.1.3 for approving the corporate plan from time to time;
 - 12.1.4 for approving annual estimates of income and expenditure;
 - 12.1.5 for audit and the appointment of an audit committee; and
 - 12.1.6 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.

12.2 Subject to the following provisions of this Article, the Governors may establish such committees, consisting of such members of their body or other persons as they think fit, 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:

12.2.1 the determination of the educational character and mission of the School;

12.2.2 the approval of the annual estimates of income and expenditure;

12.2.3 ensuring the solvency of the School and the safeguarding of its assets;

12.2.4 the appointment or dismissal of the Principal;

12.2.5 the varying or revoking of these Articles.

12.3 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of such committee or committees shall be drawn from Independent Governors only.

12.4 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.

13. **INTERESTS AND REMUNERATION OF THE GOVERNORS**

13.1 Subject to the following paragraphs of this Article 13, the income and property of the School, whencesoever derived, shall be applied solely towards the promotion of the objects of the School as set forth in these Articles of Association.

13.2 The School may only confer benefits on a Governor if the benefit has been authorised by the Governors in accordance with the School's Bye Law on Governor/Trustee Expenses and Payments. In this Article "benefit" includes:

13.2.1 buy any goods or services from the School;

13.2.2 sell goods, services, or any interest in land to the School;

13.2.3 be employed by, or receive any remuneration from the School;

13.2.4 receive any other financial benefit from the School.

This Article 13.2 may not be amended without express consent of the Charity Commission.

14. **OFFICERS**

14.1 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 10.1 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 additional terms in pursuance of a resolution passed by a majority of the Governors, up to a maximum period of 12 years as a Chair. 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.

15. **THE PRINCIPAL**

15.1 Subject to the responsibilities of the Governors, the Principal shall be the chief executive of the School, and shall be responsible:

15.1.1 for making proposal to the Governors about the educational character and mission of the School, and for implementing the decisions of the Governors;

15.1.2 for the organisation, direction and management of the School and leadership of the staff;

15.1.3 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;

15.1.4 for the determination, after consultation with the Academic Board, of the School's academic activities, and for the determination of its other activities;

15.1.5 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;

15.1.6 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

16. CONDUCT OF STAFF

16.1 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.

17. SUSPENSION AND DISMISSAL OF STAFF

17.1 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.

17.2 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.

17.3 Anyone who is suspended from duty under Articles 17.1 or 17.2 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.

17.4 Procedures for the suspension of staff under Articles 17.1 or 17.2 shall be specified in rules made by the Governors after consultation with the staff. The rules shall include provision that:

17.4.1 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 17.5 or of a notification from the Principal under Article 17.11;

17.4.2 any appeal made under (a) shall be considered as soon as practicable;

17.4.3 a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

- 17.5 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.
- 17.6 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.
- 17.7 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.
- 17.8 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.
- 17.9 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.
- 17.10 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.
- 17.11 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.
- 17.12 Where the Principal proposes to dismiss such a member of Staff and the circumstances described in Article 17.11 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.

17.13 Where a staff member has been dismissed pursuant to Article 17.1 or a decision to dismiss has been taken pursuant to Article 17.12 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.

17.14 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.

18. **GRIEVANCE PROCEDURES**

18.1 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.

19. **THE ACADEMIC BOARD**

19.1 There shall be an Academic Board of no more than thirty members comprising such officers of the School; course leaders/co-ordinators; academic, professional and technical 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.

19.2 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.

19.3 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:

19.3.1 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;

- 19.3.2 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;
- 19.3.3 for advising on such matters as the Governors or the Principal may refer to the Academic Board.
- 19.4 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.
- 19.5 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.
- 19.6 Any minutes of meetings of the Academic Board shall be available for inspection by all Members of the School at all reasonable times.

20. **STUDENTS**

- 20.1 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.
- 20.2 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.
- 20.3 In the exercise of their responsibilities under Article 19.3.1, 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.
- 20.4 The Governors shall ensure that students have an opportunity to raise matters of proper concern to them at all levels in the School.

21. **NOTICES**

21.1 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 or by making it available on a website. 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 or by way of a website then when it was first made available on the website.

22. **INDEMNITY**

22.1 Subject to the provisions of the Statutes and these Articles, 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.

23. **SEAL OF CORPORATION**

23.1 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 a member of the Board of Governors authorised to act for that purpose together with that of any other member of the Board of Governors.

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

24. **RULES AND BYE-LAWS**

24.1 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.

25. **LIABILITY**

25.1 The liability of the members is limited.

25.2 Every member of the School undertakes to contribute to the assets of the School in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the School contracted before he ceases to be a member and of the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound Sterling.

26. **WINDING UP**

26.1 If upon the winding up or dissolution of the School there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the School, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the School under or by virtue of Article 13, such institution or institutions to be determined by the members of the School at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable Object.

27. **AMENDMENT OF ARTICLES**

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