

Company Number: 4170092

Companies Act 1985

COMPANY LIMITED BY GUARANTEE

**WRITTEN RESOLUTION TO BE PASSED AS  
A SPECIAL RESOLUTION**

of

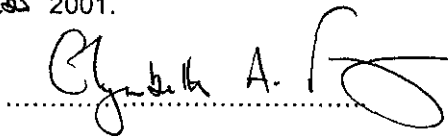
THE CONSERVATOIRE FOR DANCE AND DRAMA

We, being all of the members of the Company having the right to attend and vote at General Meetings of the Company, hereby pass the following Resolutions, as a Special Resolution, pursuant to Article 24 of the Company and declare that the same shall for all purposes be as valid and effectual as if passed at a General Meeting of the Company duly convened and held:

**Special Resolutions**

1. THAT the Memorandum and Articles of Association of the Company be replaced with the Memorandum and Articles of Association annexed to this Special Resolution.
2. THAT this Resolution may consist of several documents in like form each signed by one or more members of the Company provided that all such documents together shall constitute one and the same instrument.

DATED this 7 day of September 2001.



Elizabeth Forgan



**Company Number: 4170092**

THE COMPANIES ACTS 1985 TO 1989

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

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MEMORANDUM AND ARTICLES OF ASSOCIATION

of

**THE CONSERVATOIRE FOR DANCE AND DRAMA**



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Tel: 020 7208 6800 Fax: 020 7208 6801  
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Company Number: 4170092

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION**

of

**THE CONSERVATOIRE FOR DANCE AND DRAMA**

1. The name of the Company is "The Conservatoire for Dance and Drama " (hereinafter called "The Conservatoire").
2. The registered office of The Conservatoire is to be situated in England and Wales.
3. The objects for which The Conservatoire are established are the advancement of education in the performing arts and the promotion of research in the performing arts (provided that the useful results of that research are published or otherwise disseminated)

in so far as and no further than as may be charitable. In this Memorandum, without limit to the generality of the phrase, "performing arts" shall include acting, dance, and musical performance, and any combination thereof and shall include activities which assist with performances of any of the performing arts, including without prejudice to the generality of the foregoing choreography, stage management, set or costume design, production and direction, and provision of education or training in any such activities. As a guide to the discharge of these objects, but not so as to extend or restrict these objects, it is declared that The Conservatoire is established primarily for the provision of assistance to its Affiliates or associated institutions if charitable.

4. The powers of The Conservatoire, which may be used to further the objects but not further or otherwise, shall be:
  - 4.1 to provide or secure the provision of education and research in the performing arts;
  - 4.2 to provide support and assistance to charitable institutions which carry out any of the activities listed in clause 3 above;
  - 4.3 to seek funding in support of its objects and to make grants, loans, or provide other financial support to institutions providing education, research, training, support and assistance of students studying any of the performing arts;
  - 4.4 to provide administrative and other support for institutions providing education, research, training, support and assistance of students studying any of the performing arts;
  - 4.5 to develop and support co-operation, collaboration and mutually beneficial links between institutions providing education, research, training, support and assistance of students studying any of the performing arts;

- 4.6 to provide facilities, goods and services to institutions providing education, research, training, support and assistance of students studying any of the performing arts or any institutions providing education, training, support and assistance of students studying any of the performing arts;
- 4.7 to register students with The Conservatoire;
- 4.8 to act as an advocate and to promote the interests of any of the performing arts;
- 4.9 to seek any necessary consents or powers to obtain degree awarding power or the power to grant validation of courses, programmes, and career development pathways;
- 4.10 to develop criteria and processes for the award of degrees or validation of such courses, programmes, and career development pathways, to consult thereon with whomsoever The Conservatoire sees fit, and to disseminate or otherwise make available, gratuitously or otherwise, information regarding these criteria and processes;
- 4.11 to recruit, appoint and train assessors to carry out and assist in the carrying out of the above award or validation;
- 4.12 subject to any necessary consents to request, receive and determine, applications for the grant of a degree or validation of courses, programmes, and other career development pathways from Affiliates providing or proposing to provide such courses;
- 4.13 subject to any necessary consents to grant degrees or validation to courses, programmes, and career development pathways, and to inform any person whom The Conservatoire sees fit of any such grant or decision not to grant;
- 4.14 to take responsibility for ensuring that the roles and responsibilities of the Affiliates are properly discharged with the appropriate procedures in place in the areas of affiliate responsibility, appointments and conduct of their staff, their employment practices, student discipline, grievance, health and safety, freedom of speech and general issues relating to research, scholarship, teaching and courses, including admission of students, appointment and removal of internal and external examiners, policies and procedures for assessment and examination, content of curriculum, academic standards, validation and review of courses, including a monitoring role as part of the working agreement between The Conservatoire and its Affiliates, consistent with any lawful requirements imposed as a condition of receipt of funds from third parties
- 4.15 to cause to be written, printed or otherwise reproduced and disseminated, gratuitously or otherwise, reports, periodicals, magazines, books, leaflets or other documents or materials stored electronically, optically, magnetically or on paper;
- 4.16 to hold exhibitions, meetings, lectures, classes, seminars, conferences and courses, either alone or with others, gratuitously or otherwise;
- 4.17 to foster and undertake research into any aspect of the objects of The Conservatoire and its work and to disseminate the results of any such research;
- 4.18 to call for, collect, review, and evaluate articles, papers, books, and the results of research conducted by any person, relevant to the provision of education or research, and to disseminate the same and the results of any review or evaluation;
- 4.19 to disseminate information, guidance, good practice, and new developments in education or research in the performing arts;
- 4.20 to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate,

maintain and alter any of the same as are necessary for any of the objects of The Conservatoire and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate;

- 4.21 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of The Conservatoire in the shape of donations, subscriptions or otherwise;
- 4.22 to draw, make, accept, endorse, discount and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.23 subject to such consents as may be required by law to lend, borrow or raise money for the objects of The Conservatoire on such terms and on such security as may be thought fit PROVIDED THAT The Conservatoire shall not undertake any permanent trading activities for the objects of The Conservatoire;
- 4.24 to take and accept gifts of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of The Conservatoire;
- 4.25 to invest the moneys of The Conservatoire not immediately required for its objects 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;
- 4.26 to place any moneys of The Conservatoire not immediately required for its purposes on deposit with a bank approved by the Board of Governors of The Conservatoire;
- 4.27 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of The Conservatoire;
- 4.28 to employ, engage, pay or provide such persons whose services may be deemed expedient in order to carry out or promote all or any of the objects, in particular to supervise, organise, carry on the work of and advise The Conservatoire;
- 4.29 to insure and arrange insurance cover for and to indemnify its officers, servants, and voluntary workers and those of its Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- 4.30 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of The Conservatoire and prohibit the payment of any dividend or profit to and distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members of The Conservatoire by this Memorandum of Association;
- 4.31 to pay out of the funds of The Conservatoire the costs, charges and expenses of and incidental to the formation and registration of The Conservatoire;
- 4.32 to establish where necessary regional offices (whether autonomous or not);
- 4.33 to establish subsidiary companies;
- 4.34 to apply for a Royal Charter for The Conservatoire;
- 4.35 to do all such other lawful things as shall further the objects;

PROVIDED THAT:

- (a) In case The Conservatoire shall take or hold any property which may be subject to any trusts, The Conservatoire shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (b) The Company's objects shall not extend to the regulation of relation between workers and employer or organisations of workers and organisations of employers;
  - (c) In case The Conservatoire shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales (or equivalent bodies in Scotland and Northern Ireland), The Conservatoire 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 or governing body of The Conservatoire 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 as such Board of Governors or other governing body have been if no incorporation had been effected, and the incorporation of The Conservatoire shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Board of Governors or governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if The Conservatoire were not incorporated.
- 5. The income and property of The Conservatoire shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly by way of dividend bonus or otherwise howsoever by way of profit, or indirectly by way of dividend bonus or otherwise howsoever by way of profit to its members or to any of them and no member of its Board of Governors or governing body shall be appointed to any office of The Conservatoire paid by salary or fees or receive any remuneration or other benefit in money or money's worth from The Conservatoire provided that nothing herein shall prevent any payment in good faith by The Conservatoire:
  - 5.1 of reasonable and proper remuneration to any member, officer or servant of The Conservatoire (not being a member of the Board of Governors or governing body) for any services rendered to The Conservatoire;
  - 5.2 of interest on money lent by any member of The Conservatoire or of its Board of Governors or governing body at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Company's bankers or 3% whichever is greater;
  - 5.3 of fees, remuneration, or other benefits in money or money's worth to a company of which a member of the Board of Governors of The Conservatoire may be a member holding not more than a one-hundredth part of the capital of that company;
  - 5.4 to a member of its Board of Governors or governing body of reasonable out of pocket expenses;
  - 5.5 to the Principal of reasonable and proper remuneration for services rendered to The Conservatoire determined in accordance with the Articles whether or not he chooses to be a member of the Board of Governors.
- 6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum of Association or Articles of Association for the time being in force, which will

cause The Conservatoire to cease to be a company to which section 30 of the Companies Act applies.

7. The liability of the members is limited.
8. Every member of The Conservatoire undertakes to contribute such amount as may be required (not exceeding £1) to the assets of The Conservatoire if it should be wound up while he or she is a member or within one year after he or she ceased to be a member, for payment of The Conservatoire's debts and liabilities contracted before he or she ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
9. If upon the winding up or dissolution of The Conservatoire there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of The Conservatoire, but shall be transferred to some other charitable institution (whether or not an Affiliate of The Conservatoire) having objects similar to the objects of The Conservatoire, such institution or institutions to be determined by the members of The Conservatoire at or before the time of dissolution.

Company Number: 4170092

THE COMPANIES ACTS 1985 TO 1989

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

**ARTICLES OF ASSOCIATION**

of

**CONSERVATOIRE FOR DANCE AND DRAMA****GENERAL**

1. In these Articles the words in the left hand column shall have the meanings ascribed to them in the right hand column:

Academic Board	The board established under Article 71
the Act	the Companies Act 1985 as amended by the Companies Act 1989
Affiliate	Any institution affiliated to The Conservatoire from time to time in accordance with these Articles
these Articles	these Articles of Association and the regulations of The Conservatoire from time to time in force
the Board of Governors	the Board of Governors for the time being of The Conservatoire
Clear days	in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect
The Conservatoire	the above-named Conservatoire
Members	the members of The Conservatoire from time to time
month	calendar month
the Office	the registered office of The Conservatoire
the Principal	the Principal for the time being of The Conservatoire
the Seal	the common seal of The Conservatoire
the Secretary	the Secretary for the time being of The Conservatoire
the United Kingdom	Great Britain and Northern Ireland



writing	written, printed or lithographed or partly one and partly another, and other models of representing or producing words in a visible form
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- 1.1 Words importing the singular number only shall include the plural number, and *vice versa*.
- 1.2 Words importing the masculine gender only shall include the feminine and neuter.
- 1.3 the word "person" includes any individual, company, corporation, firm, partnership, or body or association of persons domiciled in any part of the World and either incorporated or unincorporated and any legal person;
- 1.4 the words "and" and "or" shall mean "and/or";
- 1.5 the words "other" and "otherwise" shall not be construed *eiusdem generis* where a wider construction is possible;
- 1.6 Subject as aforesaid, any words or expressions defined in the Act, shall if not consistent with the subject or context, bear the same meanings in these Articles.
2. The provisions of section 352 of the Act shall be observed by The Conservatoire and every member of The Conservatoire shall either sign a written consent to become a Member or sign the register of members on becoming a Member.
3. The Conservatoire is established for the purposes expressed in the Memorandum of Association.

## MEMBERSHIP

4. The subscribers to the Memorandum of Association and the members of the Board of Governors from time to time shall be Members.
5. Subject to Article 38 the Members shall not exceed 33 in number.
6. Every person who wishes to become a Member shall deliver to The Conservatoire an application for membership in such form as the Board of Governors may from time to time prescribe. No person shall be admitted as a Member unless a resolution to this effect has been passed by the Board of Governors. No person shall be admitted as a Member unless Article 2 above has been complied with.
7. Each Member shall remain a Member until he resigns his membership pursuant to Article 9, or his membership is terminated pursuant to Article 8.
8. Notwithstanding the provisions of Article 7 above, a Member shall automatically cease to be a Member if:-
  - 8.1 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or becomes unable to pay his debts as they fall due;
  - 8.2 he becomes of unsound mind;
  - 8.3 he is convicted of any criminal offence for which a sentence of imprisonment may be imposed;

8.4 he ceases to be a member of the Board of Governors.

9. Any Member may at any time resign his membership by giving notice in writing to the Secretary addressed to him at the Office. Such resignation shall be without prejudice to any rights or obligations of the Member which shall have accrued at the date of resignation.

## AFFILIATES

10. The first two Affiliates of The Conservatoire shall be the Royal Academy of Dramatic Art and the Contemporary Dance Trust Limited. The Members may from time to time admit any other institution concerned with the provision of education in any of the performing arts to be an Affiliate of The Conservatoire, in accordance with the provisions of Article 31.
11. No institution shall be admitted as an Affiliate unless it shall first have delivered an application to The Conservatoire in such form as the Board of Governors may from time to time prescribe. No institution shall be admitted as an Affiliate unless the Higher Education Funding Council for England, with the approval of Secretary of State for Education and Skills, shall have given its prior written consent to that admission to The Conservatoire.
12. The Members shall draw up and publish criteria and conditions for admission and continued status as an Affiliate, rules for the conduct of the relationship between The Conservatoire and its Affiliates, the consequences of ceasing to be an Affiliate, and procedures to be followed in the case of any institution applying to become an Affiliate, or which may no longer be eligible to remain an Affiliate. These criteria, conditions, rules and procedures shall be consistent with any lawful requirements imposed upon The Conservatoire as a condition of the receipt of funds from any third party. In particular but without prejudice to the generality of the foregoing, unless The Conservatoire resolves otherwise in any particular case it shall be a condition of Affiliate status that Affiliates be required to delegate to The Conservatoire authority to deal with any Higher Education Funding Council, Learning and Skills Council, Teacher Training Agency and any successor body to any such bodies.
13. Each Affiliate shall remain an Affiliate until it resigns its status as an Affiliate pursuant to Article 15, or its status as an Affiliate is terminated pursuant to Article 14.
14. Notwithstanding the provisions of Article 13 above, an Affiliate shall automatically cease to be an Affiliate if:-
- 14.1 it becomes insolvent or has any liquidation or receivership proceedings commenced against it, or makes any arrangement or composition with or seeks any protection against its creditors generally;
- 14.2 it materially alters the objects for which it was established at the time of its admission to Affiliate status; or
- 14.3 it ceases to have charitable status.

Subject to the Members so resolving in accordance with the procedures which they shall have promulgated under article 12, an Affiliate shall cease to be an Affiliate if it no longer satisfies the criteria, conditions and rules promulgated under article 12.

15. Any Affiliate may at any time resign its status as an Affiliate by giving not less than one year notice, to expire on July 31 in any year, in writing to the Secretary addressed to him at the Office. Such resignation shall be without prejudice to any rights or obligations of the Affiliate which shall have accrued at the date of resignation.

## GENERAL MEETINGS

16. The Conservatoire shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board of Governors and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting, and that so long as The Conservatoire holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
17. All general meetings other than annual general meetings shall be called extraordinary general meetings.
18. The Board of Governors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by section 368 of the Act.
19. Not less than 21 clear days' written notice of every annual general meeting and of every general meeting convened to pass a special resolution, and not less than 14 clear days' written notice of every other general meeting specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from The Conservatoire; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than annual general meetings, a general meeting may be convened by such notice as those Members may think fit.
20. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice hereof shall not invalidate any resolution passed, or proceeding had, at any general meeting.

## PROCEEDINGS AT GENERAL MEETINGS

21. 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 profit and loss account and balance sheet, and the reports of the Board of Governors and of the auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
22. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, at least half of the members of the Board of Governors (rounding up any fractions), and at least half of the Independent Governors (rounding up any fractions) , shall be a quorum.
23. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other 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 Board of Governors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
24. A resolution in writing signed by all the Members for the time being entitled to vote at general meetings shall be as valid and effectual as if it had been passed at a meeting of Members duly convened and held and may consist of several documents in the like form (including facsimile transmission) each signed by one or more Members.
25. The Chair, if any, of the Board of Governors or in his or her absence some other member of the Board of Governors shall preside as Chair of the meeting, but if neither the Chair nor such

other member of the Board of Governors (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chair.

26. The Chair may, with the consent of any meeting at which a 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 the adjourned meeting which might not have been conducted at the meeting from which the adjournment took place.
27. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
28. 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 by at least 10% of Members present, and unless a poll be so demanded, a declaration by the Chair of a meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of The Conservatoire 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.
29. Subject to the provision of Article 26 of these Articles, if a poll be demanded in the manner aforesaid, 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.
30. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
31. Save as provided for in this Article, a resolution that an institution be admitted as an Affiliate shall require the assent of all Members present and voting at the meeting to which the resolution is put. If such a resolution ("First Resolution") is put to a meeting and is not carried, no resolution that that institution shall be admitted as an Affiliate shall be put to a meeting of the Members within a period of one year from the rejection of the First Resolution, and the institution shall be asked whether it wishes to continue with its application for admission as an Affiliate. Should the institution in question indicate that it does wish to continue with its application for admission as an Affiliate, a resolution to that effect shall be put to the next meeting of the Members after the expiry of the one year period referred to above ("Second Resolution"), and the Second Resolution shall require the assent of at least two thirds of the members present and voting to be carried. Should the Second Resolution not be carried, no resolution that that institution shall be admitted as an Affiliate shall be put to a meeting of the Members within a period of one year from the rejection of the Second Resolution and the institution shall be required to submit a new application for admission as an Affiliate after that period if it wishes to do so.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall have a casting vote.
33. The demand of 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.

#### **VOTES OF MEMBERS**

34. Each Member shall have one vote.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at

the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

## **BOARD OF GOVERNORS**

36. The governing body of The Conservatoire shall be known as "the Board of Governors".
37. Subject to articles 38 and 39, the Board of Governors shall consist of not less than twelve and not more than 33 persons, and shall be constituted as follows:
  - 37.1 the initial subscribers to the Memorandum of Association of The Conservatoire ("the Initial Governors"), unless and until such time as they resign their office;
  - 37.2 for so long as the number of Affiliates does not exceed six, each Affiliate shall be entitled to appoint up to two persons to be members of the Board of Governors, should the number of Affiliates be seven or more each Affiliate shall be entitled to appoint one person to be a member of the Board of Governors, such persons to be known in these Articles as "the Representative Governors";
  - 37.3 no fewer than 7 and no more than 17 persons who have demonstrable experience in industrial, commercial, or employment matters, or the practice of any profession, but are in no way directly connected with any Affiliate, such persons to be known in these Articles as "the Independent Governors";
  - 37.4 the Principal;
  - 37.5 two Staff Representatives appointed pursuant to Article 89;
  - 37.6 one Student Representative appointed pursuant to Article 90.
38. For each Affiliate in excess of twelve, the maximum number of members of the Board of Governors shall be increased by two, and the maximum number of Independent Governors shall be increased by one.
39. As soon as reasonably practicable after the incorporation of The Conservatoire the Initial Governors shall secure the appointment of a governing body satisfying the requirements of Article 37 above ("the First Full Board of Governors"). The Initial Governors shall identify sufficient suitable persons for appointment as Independent Governors (such persons may include any or all of the Initial Governors themselves) such that, together with the Representative Governors to be appointed by the Affiliates, the Governing Body would be properly constituted in accordance with the provisions of Article 37. The Initial Governors shall appoint the persons so identified, the Affiliates shall immediately thereafter appoint the Representative Governors, and the Principal (if appointed) shall be a member of the Board of Governors. Thereafter any Initial Governor not reappointed as an Independent Governor or a Representative Governor shall immediately resign his office. Provided that the First Full Board of Governors is appointed in accordance with this Article within twelve months of the date of incorporation of The Conservatoire, the Initial Governors shall before the appointment of the First Full Board of Governors be entitled to exercise all the powers of the Board of Governors under these Articles. A quorum for any meeting of the Board of Governors whilst it consists of the Initial Governors only shall be three, and the Initial Governors may resolve to defer the appointment of Staff and Student Representatives until after the appointment of the First Full Board of Governors but the Staff and Student Representatives shall thereafter promptly be appointed.
40. Any subsequent appointment of Independent Governors shall be made by a committee consisting of the existing Independent Governors alone. Unless the Independent Governors acting unanimously resolve otherwise the quorum for this committee shall be half of the Independent Governors, or three, whichever is the greater.

41. Following the appointment of the first Full Board of Governors under Article 39, the Board of Governors shall be constituted so that the Independent Governors at all times out-number the total number of all other Governors. Provided that this restriction is observed the Board of Governors shall determine from time to time the number of Independent Governors (to a maximum of 17, subject to Article 38) who shall be members of the Board of Governors. No decision under this article to reduce the number of Independent Governors shall terminate, shorten or otherwise prejudice the term of office of any Independent Governor serving as such at the time of the decision in question.
42. No member of the Board of Governors shall be bound to speak, act or vote in any way on the instructions of or in the interests of any other person, and in particular and for the avoidance of doubt the Representative Governors shall speak, act and vote as they themselves shall determine and not as representatives of their appointing Affiliate.
43. A person may not become a member of the Board of Governors unless he or she has attained the age of 18 years. There shall be no limit as to the age at which a person having become a member of the Board of Governors may continue so to act.
44. A member of the Board of Governors shall automatically cease to be a member if:-
  - 44.1 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or becomes unable to pay his debts as they fall due;
  - 44.2 he becomes of unsound mind;
  - 44.3 he is convicted of any criminal offence for which a sentence of imprisonment may be imposed;
  - 44.4 he has without the consent of the Board of Governors, failed to attend any meetings of the Board of Governors or any committee of the Board of Governors for a continuous period of at least six months;
  - 44.5 he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a director of The Conservatoire;
  - 44.6 in the case of a Representative Governor, the Affiliate which appointed him to the Board of Governors ceases to be an Affiliate (but in such a case the Representative Governor shall be eligible to be appointed an Independent Governor subject to the provisions of these Articles) ;
  - 44.7 in the case of an Independent Governor, an institution with which he is connected becomes an Affiliate (but in such a case the Independent Governor shall be eligible to be appointed a Representative Governor subject to the provisions of these Articles).
45. Any member of the Board of Governors may at any time resign his membership by giving notice in writing to the Secretary addressed to him at the Office, save that no resignation shall take effect if it would reduce the number of Independent Governors below three, or if it would have the result that the composition of the Board of Governors did not comply with Article 41. Such resignation shall be without prejudice to any rights or obligations of the member of the Board of Governors which shall have accrued at the date of resignation.
46. If the number of Affiliates should increase from six to seven, and if any of the six institutions which are Affiliates immediately before the increase have two serving Representative Governors at the time of the increase, then for each such Affiliate the Representative Governor whose term of office is most nearly expired shall cease to be a member of the Board of Governors upon the increase in number of Affiliates to seven taking effect.
47. Any member of the Board of Governors appointed by virtue of Article 37.2 of these Articles shall hold office until the end of the third Annual General meeting following his appointment

save that in the case of the first Representative Governors appointed by any Affiliate one governor may, if the Affiliate so desires, be appointed to hold office until the end of the fourth Annual General Meeting following his appointment.

48. Any member of the Board of Governors appointed by virtue of Article 37.3 of these Articles shall hold office until the end of the third Annual General meeting following his appointment save that in the case of any Independent Governors appointed within a year of the incorporation of The Conservatoire, some or all of those governors may, if so resolved upon at the time of appointment, be appointed to hold office until the end of the fourth Annual General Meeting following their appointment.
49. Any member of the Board of Governors shall be eligible for reappointment as a member upon expiry of his term of office in accordance with Articles 47 or 48, save that no person shall serve in any capacity as a member of the Board of Governors for more than nine years in any twelve year period.

#### **POWERS OF THE BOARD OF GOVERNORS**

50. The business of The Conservatoire shall be managed by the Board of Governors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of The Conservatoire as they think fit, and may exercise all such powers of The Conservatoire, and do on behalf of The Conservatoire all such acts as may be exercised and done by The Conservatoire, and as are not by the Act or by these Articles required to be exercised or done by The Conservatoire in general meeting, subject nevertheless to any such regulations, being not inconsistent with the aforesaid regulations of provisions, as may be prescribed by The Conservatoire in general meeting; but no regulation made by The Conservatoire in general meeting shall invalidate any prior act of the Board of Governors which would have been valid if such regulation had not been made.
51. The Board of Governors shall in particular be responsible for:
- 51.1 determination of The Conservatoire's educational character and mission and oversight of its activities, and planning The Conservatoire's future development;
  - 51.2 ensuring the effective and efficient use of resources, solvency of The Conservatoire and the safeguarding of its assets;
  - 51.3 the approval of the annual estimates of income and expenditure;
  - 51.4 the approval of the strategic plan of The Conservatoire (which may include measures for the mutual development of the Affiliates);
  - 51.5 monitoring compliance of the Affiliates to criteria, conditions, rules and agreements promulgated under Article 12;
  - 51.6 appointing the Audit Committee and considering and acting upon reports of the Audit Committee to the Board of Governors;
  - 51.7 ensuring the continued charitable status of The Conservatoire;
  - 51.8 securing compliance with any terms and conditions imposed on funding received by The Conservatoire (save as may be expressly envisaged by any such terms and conditions);
  - 51.9 the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Principal, the Clerk, and of any other person designated by the Board of Governors as holding a senior post;

- 51.10 setting a framework for the employment practices, pay and conditions of service of all other staff of The Conservatoire.
52. If the Board of Governors make any rules for the conduct of staff of The Conservatoire, they shall have regard to the need to ensure that all staff including 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 or losing their jobs or any privileges they may have at The Conservatoire.
53. The members of the Board of Governors for the time being may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Governors shall at any time be or be reduced in number to less than the quorum prescribed under these Articles, it shall be lawful for them to act as the Board of Governors for the purpose of summoning a general meeting, but not for any other purpose.

#### **PROCEEDINGS OF THE BOARD OF GOVERNORS**

54. The Board of Governors shall meet together at least three times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit.
55. No meeting of the Board of Governors shall be quorate unless at least half of the members of the Board of Governors (rounding up any fractions) are present, and at least half of the Independent Governors (rounding up any fractions) are also present. A member of the Board of Governors who is in communication by voice or video telecommunication link for the purposes of a meeting of the Board of Governors, shall be counted as part of the quorum for such meeting, provided that the voice or video telecommunication link is so arranged that it is possible for each member of the Board of Governors to hear and be heard by, or in the case of video telecommunication link, see and be seen by each other person participating in the meeting. Questions arising at any meeting shall be decided by a majority of votes, each member of the Board of Governors present having one vote. In case of an equality of votes, the Chair shall not have a second or casting vote and the resolution shall not be passed.
56. The Chair of the Board of Governors or members of the Board of Governors comprising 25% or more of the Board of Governors may, at any time, summon a meeting of the Board of Governors by notice served upon the several members of the Board of Governors. A member of the Board of Governors who is absent from the United Kingdom shall only be entitled to notice of a meeting if he or she has provided The Conservatoire with an address for service.
57. The Board of Governors shall from time to time elect a Chair from amongst the Independent Governors which Chair shall be entitled to preside at all meetings of the Board of Governors at which he or she is present. The Board of Governors may determine for what period he or she is to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Governors shall choose one of the Independent Governors present to chair the meeting.
58. A meeting of the Board of Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board of Governors generally.
59. All acts done bona fide by any meeting of the Board of Governors or by any person acting as a member of the Board of Governors shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or in continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board of Governors.
60. The Board of Governors shall cause proper minutes to be made of all appointments of officers



made by the Board of Governors and of the proceedings of all meetings of The Conservatoire, of the Board of Governors, and of any committee of the Board of Governors established pursuant these Articles, 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.

61. A resolution in writing signed by all the members for the time being of the Board of Governors who are entitled to receive notice of a meeting of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors duly convened and constituted. Any such resolution may consist of several documents in the like form (including facsimile transmission) and signed by one or more of the Board of Governors for the time being entitled to receive notice of a meeting of the Board of Governors.
62. A member of the Board of Governors shall be treated as present at a meeting of the Board of Governors notwithstanding that he or she is not physically present if he or she is in communication with the meeting by voice or video telecommunication link, and, for the purpose of these Articles, meetings of the Board of Governors shall include meetings held by voice or video telecommunication link if so arranged that it is possible for each member of the Board of Governors to hear and be heard by, or in the case of video telecommunication link, see and be seen by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly.

## COMMITTEES

63. The Board of Governors may delegate any of their functions to committees other than those functions in Article 67 or those which may not as a matter of law be delegated. Such committees shall consist of such persons as the Board of Governors thinks fit so long as a majority of the members of any committee shall be members of the Board of Governors, (and a majority of those members shall be Independent Governors) and any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board of Governors. 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 Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors. The acts and proceedings of such committees shall be reported fully to the Board of Governors.
64. The Board of Governors shall establish and maintain an Audit Committee. The membership, terms of reference and constitution of the Audit Committee shall be determined by the Board of Governors and shall comply with requirements and guidance issued from time to time by the Higher Education Funding Council for England.
65. The Board of Governors shall establish Nominations and Remunerations committees. The membership, terms of reference and constitution of such committees shall be determined by the Board of Governors.
66. Subject to the consent of the Academic Board and to Article 67, but notwithstanding the provisions of Article 63, the Board of Governors may delegate such matters relating to academic matters to the Academic Board as the Board of Governors may resolve. The Academic Board shall not be authorised to incur expenditure or other liabilities on behalf of The Conservatoire, nor shall the Academic Board be or be deemed to be a committee of the Board of Governors.
67. The Board of Governors shall not delegate responsibility for any of the matters set out in Article 51, or for the varying or revoking of these Articles.
68. The Principal shall play no part in, and shall withdraw from, any meeting of the Board of Governors or any committee of the Board of Governors which considers his remuneration, terms and conditions of service, performance, or any disciplinary action against him.

## **REMUNERATION AND EXPENSES OF MEMBERS OF THE BOARD OF GOVERNORS**

69. The provisions of the Memorandum of Association as to the remuneration and reimbursement of expenses of members of the Board of Governors shall apply.

## **CLERK TO BOARD OF GOVERNORS**

70. The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors. The Clerk may be, but need not be, the same person as the Secretary.

## **ACADEMIC BOARD**

71. There shall be a body known as the Academic Board. The responsibilities of the Academic Board shall be to advise The Conservatoire as the Academic Board sees fit on academic matters having regard to the autonomy of the Affiliates. The Academic Board shall in particular:
- 71.1 consider the development of the academic activities of The Conservatoire and the resources needed to support them and for advising the Principal and the Board of Governors thereupon; and
  - 71.2 advise on such other matters as the Board of Governors or the Principal may refer to the Academic Board.
72. Each Affiliate may nominate up to four persons appearing to it to have appropriate experience of academic matters and drawn from the academic staff of the Affiliate to be members of the Academic Board. The principal of each Affiliate shall be one of that Affiliate's nominees. The Principal shall ex officio be a member of the Academic Board.
73. A member of the Academic Board shall hold office for three calendar years following his appointment, save that the first members of the Academic Board appointed by an Affiliate shall serve for such period (being not less than two and not more than four years) as the Affiliate in question may determine. Any member of the Academic Board shall be eligible for reappointment as a member upon expiry of his term of office in accordance with Article 72 save that no person shall serve as a member of the Academic Board for more than nine years in any twelve year period
74. No member of the Academic Board shall be bound to speak, act or vote in any way on the instructions of or in the interests of any other person.
75. A person may not become a member of the Academic Board unless he or she has attained the age of 18 years. There shall be no limit as to the age at which a person having become a member of the Academic Board may continue so to act.
76. A member of the Academic Board shall automatically cease to be a member if:-
- 76.1 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or becomes unable to pay his debts as they fall due;
  - 76.2 he becomes of unsound mind;
  - 76.3 he is convicted of any criminal offence for which a sentence of imprisonment may be imposed;
  - 76.4 he has without the consent of the Academic Board or the Board of Governors failed to attend any meetings of the Academic Board for a continuous period of at least six months;

76.5 the Affiliate which appointed him to the Academic Board ceases to be an Affiliate.

77. Any member of the Academic Board may resign his office at any time by notice in writing to the Secretary addressed to him at the Office.

#### **PROCEEDINGS OF THE ACADEMIC BOARD**

78. The Academic Board shall meet together at least three times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit.
79. A quorum of the Academic Board shall be one third of the members of the Academic Board or five, whichever shall be the greater. Questions arising at any meeting shall be resolved by consensus, but in a case where this is not practicable shall be decided by a majority of votes, each member of the Academic Board present having one vote. In case of an equality of votes, the Chair of the Academic Board shall not have a second or casting vote and the resolution shall not be passed.
80. The Academic Board shall from time to time elect a Chair from amongst their number which Chair shall be entitled to preside at all meetings of the Academic Board at which he or she is present. The Academic Board may determine for what period he or she is to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Academic Board shall choose one of their number present to chair the meeting.
81. All acts done bona fide by any meeting of the Academic Board or by any person acting as a member of the Academic Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or in continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Academic Board.
82. The Academic Board shall cause proper minutes to be made of all proceedings of meetings of the Academic Board, 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.
83. A member of the Academic Board shall be treated as present at a meeting of the Academic Board notwithstanding that he or she is not physically present if he or she is in communication with the meeting by voice or video telecommunication link, and, for the purpose of these Articles, meetings of the Academic Board shall include meetings held by voice or video telecommunication link if so arranged that it is possible for each member of the Academic Board to hear and be heard by, or in the case of video telecommunication link, see and be seen by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly.

#### **PRINCIPAL**

84. The Principal of The Conservatoire shall be appointed by the Board of Governors for such term, at such remuneration and upon such conditions as they shall think fit and any Principal so appointed may be removed by the Board of Governors.
85. The Principal shall, subject to the responsibilities of the Board of Governors, be the chief executive officer of The Conservatoire, and shall be responsible for:
- 85.1 making proposals to the Board of Governors about the educational character and mission of The Conservatoire, and for implementing the decisions of the Board of Governors;

- 85.2 the organisation, direction and management of The Conservatoire and leadership of its staff;
  - 85.3 the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of any person not designated by the Board of Governors as holding a senior post, within the framework set by the Board of Governors;
  - 85.4 the determination, after consultation with the Academic Board, of The Conservatoire's academic activities, and the determination of its other activities;
  - 85.5 preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; and
  - 85.6 (in so far as The Conservatoire may have any role in such matters having regard to the autonomy of the Affiliates) the maintenance of student discipline and, within rules and procedures promulgated under these articles, for suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.
86. The Board of Governors may entrust and confer upon the Principal for the time being such of the executive powers exercisable under these Articles as they may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers; PROVIDED THAT the Principal shall regularly apprise the Board of Governors of his actions.
87. If and for so long as he is appointed, the Principal shall engage all persons to be employed under him and shall be responsible for them, and the Principal may delegate any of his powers to such persons and on such terms and conditions, with such restrictions, as he may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers.
88. If and for so long as he or she is appointed, the Principal shall be entitled to receive notice of, and to attend and speak, but not vote, at all general meetings of The Conservatoire, and all meetings of the Academic Board.

#### **STAFF AND STUDENT REPRESENTATION**

89. The Board of Governors shall make arrangements for the appointment of two people to be Staff Representatives to the Board of Governors, to be chosen by and from the members of staff of the Affiliates from time to time. Staff Representatives shall serve for a period of three years from appointment, and shall be eligible for reappointment. Staff Representatives shall be subject to disqualification on the grounds set out in article 44, mutatis mutandis, and shall immediately be disqualified if they cease to be a member of staff of an Affiliate.
90. The Board of Governors shall make arrangements for the appointment of one person to be a Student Representative to the Board of Governors, to be chosen by and from the students of the Affiliates from time to time. The Student Representative shall serve for a period of one year from appointment, and shall be eligible for reappointment. The Student Representative shall be subject to disqualification on the grounds set out in article 44, mutatis mutandis, and shall immediately be disqualified if they cease to be a student of an Affiliate.
91. The Staff Representatives and the Student Representative shall be entitled to receive notice of, to attend, speak and vote, at all general meetings of The Conservatoire, all meetings of the Board of Governors or the Academic Board, and all meetings of any committee of the Board of Governors. The Staff Representatives and the Student Representative shall not be entitled to receive notice of, or any papers, minutes, or other documents relating to, and shall withdraw from (and not be entitled to vote at) any part of any meeting dealing with any matter which

would or might disclose personal details of any person employed by The Conservatoire or any of its Affiliates, any student of The Conservatoire or any of its Affiliates, or any member of the Board of Governors. This shall include but not be limited to any consideration of the appointment, assignment remuneration, appraisal, conditions of service, conduct, promotion, discipline, examination, suspension or dismissal of any such person.

92. No act done bona fide by a meeting of the Members or of the Board of Governors shall be invalid or called into question by reason of any defect or irregularity in the appointment of the Staff Representatives or the Student Representative, or by the failure of the Staff Representatives or the Student Representative to attend any such meeting, or by the fact that there be any vacancy in the Staff Representatives or the Student Representative.

#### **PRINCIPALS OF AFFILATES**

93. If he is not a representative Governor, the principal of any Affiliate (which term shall mean the chief executive officer of the Affiliate regardless of his actual appellation) shall nevertheless be entitled to receive notice of, and to attend and speak, but not vote, at all general meetings of The Conservatoire, all meetings of the Board of Governors and all meetings of any committee of the Board of Governors.
94. No act done bona fide by a meeting of the Members or of the Board of Governors shall be invalid or called into question by the failure of the principal of any Affiliate to attend any such meeting, or by the fact that there be any vacancy in the post of principal of any Affiliate.

#### **STAFF**

95. Each member of the Conservatoire's staff shall serve under a contract of employment with the Conservatoire.
96. Upon the occurrence of a vacancy or expected vacancy for the post of Principal, the post shall be advertised nationally.

#### **CONDUCT**

97. After consultation with the Conservatoire's staff, the Board of Governors shall make rules relating to the conduct of the Conservatoire's staff. In making such rules the Board of Governors shall have regard to the need to 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 or losing their jobs or any other privileges they may have at the Conservatoire.

#### **SUSPENSION AND DISMISSAL**

98. The Chairman of the Board of Governors, or in the absence of the Chairman the Deputy Chairman, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chairman or Deputy Chairman shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
99. The Principal may suspend from duty, with pay, any member of the Conservatoire's staff other than the holder of a senior post for misconduct or other good and urgent cause.
100. Any member of the Conservatoire's staff suspended from duty under articles 98 or 99 shall be entitled to receive from the Principal, or in the case of the holders of senior posts, from the Chairman or Deputy Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

101. Procedures for the suspension of the Conservatoire's staff under articles 98 or 99 shall be specified in rules made by the Board of Governors after consultation with the Conservatoire's staff. The rules shall include provision that:
  - 101.1 any person who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Article 102 or of a notification from the Principal under Article 108;
  - 101.2 any appeal made under Article 101.1 shall be considered as soon as practicable, and
  - 101.3 a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.
102. If the Chairman of the Board of Governors, or in his absence the Deputy Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chairman, Deputy Chairman, or the Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as reasonably possible to examine the facts and otherwise investigate the grounds for dismissal and to make a report to the Board of Governors.
103. 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.
104. The Special Committee shall prepare a written report for consideration by the Board of 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 Board of Governors' consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board of Governors.
105. The Board of 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 Board of Governors, including oral representations, for which purpose he may be accompanied and represented by a friend.
106. The Special Committee shall consist of five members of the Board of Governors, or half of all of the governors eligible to be members of the Special Committee, whichever is the less. The Chairman of the Board of Governors, the Deputy Chairman, and the Principal shall not be eligible for membership of the Special Committee. The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 102 to 106.
107. The Principal may dismiss any member of the Conservatoire's staff other than the holder of a senior post and if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of the Conservatoire's staff, that dismissal may take immediate effect without any need for prior notice.
108. Where the Principal considers it possible that he may dismiss such a member of the Conservatoire's staff and the circumstances described in Article 107 do not apply, he shall notify the member of the Conservatoire's staff concerned of that possibility. That member of the Conservatoire's staff shall be given an opportunity to make representations to the Principal (including oral representations, for which purpose the Conservatoire staff member may be accompanied and represented by a friend) before any decision to dismiss by the Principal is taken.

109. Where a member of the Conservatoire's staff has been dismissed pursuant to Article 107 or a decision to dismiss has been taken pursuant to Article 108 that member of the Conservatoire's staff may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
110. Procedures for the dismissal of the Conservatoire's staff by the Principal and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the Conservatoire's staff. The rules shall provide for rights of representation.

## **GRIEVANCE**

111. After consultation with the Conservatoire's staff the Board of Governors shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

## **STUDENTS**

112. There shall be a students' union or unions which shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually by way of the relevant Representative Governor(s) to the Board of Governors. No amendment to or rescission of that constitution, in whole or in part, shall be valid unless and until approved by the Board of Governors.
113. The Board of Governors, after consultation with the Academic Board, the Affiliates and representatives of the students, and having due regard to the autonomy of the Affiliates, shall approve rules with respect to the conduct of students, including procedures for suspension and expulsion.
114. In exercise of their responsibilities under these Articles, the Academic Board, after consultation with the Board of Governors, the Affiliates and representatives of the students, and having due regard to the autonomy of the Affiliates, shall approve procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

## **RULES AND BYE-LAWS**

115. The Board of Governors (having due regard to the autonomy of the Affiliates) shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the Conservatoire as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

## **SECRETARY**

116. The Secretary shall be appointed by the Board of Governors for such term, at such remuneration, and upon such conditions as the Board of Governors shall think fit and any such Secretary so appointed may be removed by the Board of Governors. The provisions of sections 283 and 284 of the Act shall apply.

## **THE SEAL**

117. The seal of The Conservatoire shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors, and in the presence of at least two members of the Board of Governors, or one member of the Board of Governors and the Secretary (if any) and the said members or member of the Council shall sign every instrument to which the seal be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with The Conservatoire such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## ACCOUNTS

118. The Board of Governors shall cause accounting records to be kept in accordance with the requirements of the Act and consistently with any lawful requirements imposed upon The Conservatoire as a condition of the receipt of funds from any third party.
119. The accounting records shall be kept at the Office, or subject to the provisions of the Act, at such other place or places as the Board of Governors shall think fit, and shall be open to the inspection of the members of The Conservatoire, and of any Affiliate for so long as it is an Affiliate, of the officers of The Conservatoire, of the Auditors of The Conservatoire and of the Charity Commissioners for England and Wales.
120. At the Annual General Meeting in each year the Board of Governors shall in accordance with the provisions of the Act lay before The Conservatoire a profit and loss account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of The Conservatoire 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 Board of 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 shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices in accordance with Section 240 of the Act in the manner in which notices are hereinafter directed to be served. The report of the Board of Governors and the Auditors' report shall be laid before The Conservatoire in general meeting as required by Section 241 of the Act.

## AUDIT

121. In accordance with the provisions of the Act once at least in every year the accounts of The Conservatoire shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
122. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and consistently with any lawful requirements imposed upon The Conservatoire as a condition of the receipt of funds from any third party.

## NOTICES

123. A notice may be served by The Conservatoire on any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.
124. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same has been put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

## INDEMNITY

125. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Governors may otherwise be entitled, every member of the Board of Governors or other officer or Auditor of The Conservatoire shall be indemnified out of the assets of The Conservatoire against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of The Conservatoire.



## **AMENDMENT OF ARTICLES**

126. These articles may be amended or replaced by resolution of the Members or as required by the Privy Council in accordance with the Act save that no amendment or replacement shall take effect unless and until the Members have been notified of its approval by the Privy Council, after consultation with the Members, in accordance with section 129B of the Education Reform Act 1988