
Company No. 00051090
Registered Charity No. 309998

**Articles of Association of
Trinity Laban Conservatoire of Music and Dance**

Adopted by special resolution passed on 25 April 2024

1. **PRELIMINARY**

- 1.1 The company's name is Trinity Laban Conservatoire of Music and Dance (and in this document it is called the "**Conservatoire**").
- 1.2 The registered office of the Conservatoire will be situated in England.
- 1.3 The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (SI 2007/2826) and the model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008) in force at the time of adoption of these Articles shall not apply to the Conservatoire and these Articles shall be the regulations of the Conservatoire.

2. **DEFINITIONS AND INTERPRETATION**

- 2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"Academic Board"	the board referred to in Article 24 below
"Act"	the Companies Act 2006
"Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"Board"	the board of Governors of the Conservatoire appointed in accordance with the provisions of these Articles which shall be the board of directors for the purposes of the Act
"Chair"	the chairperson of the Board appointed in accordance with Article 18.7
"Charities Act"	the Charities Act 2011
"Clear Days"	in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day on which it is given or on which it is to take effect
"Conservatoire"	the company, Trinity Laban Conservatoire of Music and Dance, regulated by these Articles
"Governor"	a member for the time being of the Board who shall be directors for the purposes of the Act

“holders of senior posts”	the Principal, the Secretary, the senior officers of any constituent school, college or faculty of the Conservatoire, and the holders of such other senior posts as the Board may determine and “holder of a senior post” shall be construed accordingly
“Independent Governors”	the Governors appointed under Article 16.2.4
“Member”	a member of the Conservatoire, as provided by these Articles
“Month”	calendar month
“Nominations Committee”	the committee referred to in Article 21.3
“Objects”	the charitable objects of the Conservatoire as set out in Article 3
“Office”	the registered office for the time being of the Conservatoire
“Principal”	the Principal of the Conservatoire from time to time
“Secretary”	the person appointed to the office of the secretary to the Board under these Articles who shall also be the company secretary for the purposes of the Act
“Staff”	includes both teaching and other staff of the Conservatoire
“Staff Governors”	the Governors appointed under Article 16.2.2
“Student Governors”	the Governors appointed under Article 16.2.3
“Students' Union”	the recognised association of the generality of students formed to further the educational purposes of the Conservatoire and the interests of students as students
“Vice Chair”	the vice chairperson of the Board appointed in accordance with Article 18.7
“in writing”	written or printed, or partly written and partly printed

2.2 Unless the context otherwise requires:

2.2.1 words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification of the same not in force when these Articles become binding on the Conservatoire; and

2.2.2 subject to Article 2.2.1, references to any legislation or legislative provisions include, unless the context otherwise requires, a reference to that legislation or legislative provision as modified, replaces, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant legislation or legislative provision.

2.3 Words importing the singular include the plural and vice versa.

2.4 Words importing persons include corporations.

2.5 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

2.6 Any phrase introduced by the terms “including”, “include”, “in particular” or a similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

3. **OBJECTS**

The objects for which the Conservatoire is established are to advance the art and science of music, dance and associated art forms generally for the public benefit and to improve the professional and technical education of music, dance and other students.

4. **POWERS**

The Conservatoire shall have the power to undertake all activities within the law which are calculated to further its Objects. This power shall include making academic awards (including diplomas, joint degrees, dual degrees, certificates, fellowships, honorary degrees, honorary fellowships, memberships and associateships in its own name and/or jointly with other educational institutions) in recognition of learning achievement.

5. **CONDUCT OF THE CONSERVATOIRE**

The Conservatoire shall be conducted in accordance with the provisions of the Education and Higher Education Acts 1944 to 2017, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, and, subject thereto, in accordance with these Articles and any rules or Bye Laws made under them.

6. **APPLICATION OF INCOME AND PROPERTY**

6.1 The income and property of the Conservatoire shall be applied solely towards the promotion of its Objects as set forth in these Articles.

- 6.2 Except as provided by Articles 6.3 and 7 below no part of the income or property of the Conservatoire shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member
- 6.3 Nothing in Articles 6.1 or 6.2 shall prevent any payment in good faith by the Conservatoire:
- 6.3.1 of reasonable and proper remuneration to any Member for any goods or services rendered to the Conservatoire, provided that Article 7 applies if such a Member is also a Governor;
 - 6.3.2 of interest on money lent by any Member to the Conservatoire at a reasonable and proper rate;
 - 6.3.3 of reasonable and proper rent for premises demised or let by any Member to the Conservatoire;
 - 6.3.4 of any payment to a Member who is also a Governor which is permitted under Article 7.

7. **BENEFITS AND PAYMENTS TO GOVERNORS AND CONNECTED PERSONS**

- 7.1 No Governor or connected person may:
- 7.1.1 buy any goods or services from the Conservatoire on terms preferential to those applicable to members of the public;
 - 7.1.2 sell goods, services, or any interest in land to the Conservatoire;
 - 7.1.3 be employed by, or receive any remuneration from, the Conservatoire;
 - 7.1.4 receive any other financial benefit from the Conservatoire;

unless the payment is permitted by Articles 7.2-7.11, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- 7.2 A Governor is entitled to be reimbursed from the property of the Conservatoire or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Conservatoire.
- 7.3 A Governor may benefit from trustee indemnity insurance cover purchased at the Conservatoire's expense in accordance with , and subject to the conditions in, section 189 of the Charities Act 2011.
- 7.4 A Governor may receive an indemnity from the Conservatoire in the circumstances specified in article 33.

- 7.5 A Governor or connected person may receive a benefit from the Conservatoire in the capacity of a beneficiary of the Conservatoire provided that a majority of the Governors do not benefit in this way.
- 7.6 A Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Conservatoire where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 7.7 Subject to Article 7.13 a Governor or connected person may provide the Conservatoire with goods that are not supplied in connection with services provided to the Conservatoire by the Governor or connected person.
- 7.8 A Governor or connected person may receive interest on money lent to the Conservatoire at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.9 A Governor or connected person may receive rent for premises let by the Governor or connected person to the Conservatoire. The amount of the rent and the terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.10 A Governor or connected person may take part in the normal trading and fundraising activities of the Conservatoire on the same terms as members of the public.
- 7.11 Subject to Article 7.12, the Principal appointed in accordance with Article 16.2.1, the Staff Governors appointed in accordance with Article 16.2.2, and the Student Governors appointed in accordance with Article 16.2.3 may be employed by, or receive remuneration from, the Conservatoire.
- 7.12 The Conservatoire and relevant Governors may only rely upon the authority provided by Article 7.11 above if each of the following conditions is satisfied:
- 7.12.1 the remuneration of other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances; and
 - 7.12.2 the Governor is absent (including being counted when calculating quorum) from any part of any meeting at which there is discussion of their employment, remuneration or performance.
- 7.13 The Conservatoire and its Governors may only rely upon the authority provided by Article 7.7 above if each of the following conditions is satisfied:
- 7.13.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Conservatoire or its Governors (as the case may be) and the Governor or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Conservatoire.

- 7.13.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 7.13.3 The other Governors are satisfied that it is in the best interests of the Conservatoire to contract with the supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so.
 - 7.13.4 The supplier is absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Conservatoire.
 - 7.13.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
 - 7.13.6 The reason for their decision is recorded by the Governors in the minute book.
 - 7.13.7 A majority of the Governors then in office are not in receipt of remuneration or payments authorised by Article 7.
- 7.14 In Articles 7.2-7.12, 'Conservatoire' includes any company in which the Conservatoire:
- 7.14.1 holds more than 50% of the shares; or
 - 7.14.2 controls more than 50% of the voting rights attached to the shares; or
 - 7.14.3 has the right to appoint one or more Governors to the board of the company.
- 7.15 In Articles 7.2-7.12, 'connected person' means:
- 7.15.1 a child, parent, grandchild, grandparent, brother or sister of the Governor;
 - 7.15.2 the spouse or civil partner of the Governor or of any person failing within Article 7.14.1 above;
 - 7.15.3 a person carrying on business in partnership with the Governor or with any person failing within Articles 7.14.1 or 7.14.2 above;
 - 7.15.4 an institution which is controlled:
 - 7.15.4.1 by the Governor or any connected person falling within Article 7.14.1, 7.14.2 or 7.14.3 above; or

- 7.15.4.2 by two or more persons falling within 7.15.4.1 when taken together;
- 7.15.5 a body corporate in which:
 - 7.15.5.1 the Governor or any connected person falling within 7.14.1, 7.14.2 or 7.14.3 has a substantial interest; or
 - 7.15.5.2 two or more persons falling within article 7.15.5.1 who, when taken together, have a substantial interest.
 - 7.15.5.3 Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.

8. DISSOLUTION

- 8.1 On the winding-up or dissolution of the Conservatoire, after provision has been made for all its debts and liabilities, any assets or property that remain shall not be paid to or distributed among the Members, but shall be applied or transferred:
 - 8.1.1 directly for one or more of the Conservatoire's Objects;
 - 8.1.2 to any other charitable institution(s) having objects similar to the Objects of the Conservatoire; or
 - 8.1.3 if, and in so far as effect cannot be given to Article 8.1.1 or 8.1.2, then to some other charitable object.
- 8.2 The decision on who is to benefit from the Conservatoire's remaining assets pursuant to Article 8.1 may be made by resolution of the Members at or before the time of winding up or dissolution.

9. LIABILITY OF MEMBERS

- 9.1 The liability of the Members is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Conservatoire in the event of it being wound-up while they are a Member, or within one year after they cease to be a Member, for:
 - 9.1.1 payment of the debts and liabilities of the Conservatoire contracted before they cease to be a Member;
 - 9.1.2 payment of the costs, charges and expenses of winding-up; and
 - 9.1.3 adjustment of the rights of the contributories among themselves.

10. MEMBERSHIP

- 10.1 The Governors from time to time shall be the only Members. A Governor shall become a Member on becoming a Governor.

- 10.2 The Conservatoire shall maintain a register of Members in accordance with the Act and every Member shall sign a written consent to become a Member.
- 10.3 Membership is personal to the individual Member and shall not be transferable.
- 10.4 Honorary appointments made by the Board in accordance with Article 11 shall nor confer membership of the Conservatoire for the purposes of the Act.
- 10.5 The provisions of section 113 of the Act shall be observed by the Conservatoire.
- 10.6 A Member shall cease to be a Member if they:
 - 10.6.1 cease to be a Governor; or
 - 10.6.2 die.

11. **HONORARY OFFICERS**

The Conservatoire may from time to time appoint Honorary Officers including Honorary Presidents and Honorary Vice-Presidents as Honorary Officers.

12. **GENERAL MEETINGS**

- 12.1 The Conservatoire shall hold a general meeting once every calendar year at such time and place as may be determined by the Board, to be called the "Annual General Meeting".
- 12.2 The Board may, whenever they think fit, convene a general meeting of the Members and such meeting shall be held in accordance with the Act.

13. **NOTICES OF GENERAL MEETINGS**

- 13.1 The minimum periods of notice required to hold a general meeting are:
 - 13.1.1 21 Clear Days for an Annual General Meeting or a general meeting called for the passing of a special resolution; or
 - 13.1.2 14 Clear Days for all other general meetings.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by:
 - 13.2.1 all the Members for an Annual General Meeting; and
 - 13.2.2 at least 95% of the Members for all other general meetings.
- 13.3 The notice shall specify the place, date and time of the meeting and the general nature of that business to be transacted.
- 13.4 Notice shall be given in the manner prescribed in Article 32, to all the Members.

13.5 The accidental omission to give any such notice to any of the Members or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceedings held at any meeting.

14. **PROCEEDINGS AT GENERAL MEETINGS**

14.1 The business of every Annual General Meeting shall be to receive and consider the Income and Expenditure Account and the Balance Sheet, the Reports of the Board and of the Auditors, to elect the Honorary Officers and appoint the Independent Governors in the place of those retiring and to receive a Report by the Principal.

14.2 A majority of the Members present in person or by proxy and entitled to vote on the business to be conducted at the meeting shall be a quorum. No business shall be transacted at any general meeting unless a quorum is present.

14.3 The Chair or in their absence the Vice Chair shall act as chair of each general meeting. If neither the Chair nor the Vice Chair of the Board is present within a reasonable time after the time appointed for holding a meeting, the Members present shall choose another Governor, to chair the meeting.

14.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, notice of which adjournment shall be sent to every Member and if at such adjourned meeting a quorum is not present those Members who are present shall be a quorum, and may transact the business for which the meeting was called.

14.5 The chair of the meeting may, with the consent of 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.

15. **VOTES OF MEMBERS**

15.1 Every question submitted to a 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 of the meeting or by 10% of the Members present. If a poll be demanded in accordance with this Article, 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. 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. The demand for a poll may be withdrawn before the poll is taken with the consent of the chair of the meeting.

15.2 Every Member shall have one vote.

15.3 A Member is entitled to appoint another person as their proxy, in accordance with the Act, to exercise all or any of their rights to attend and to speak and vote at a general meeting.

15.4 At any general meeting 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 Conservatoire's minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16. **CONSTITUTION OF THE BOARD**

16.1 The Board shall consist of not less than eight Governors but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

16.2 Subject to the following sub-paragraphs of this Article 16, the Board shall consist of:

16.2.1 the Principal (ex-officio) unless the Principal chooses not to be a Governor;

16.2.2 at least:

16.2.2.1 one teacher at the Conservatoire elected by the teaching staff, and

16.2.2.2 one other member of staff at the Conservatoire elected by the non-teaching staff;

each serving a term of four years and to be known as the "**Staff Governors**";

16.2.3 two students of the Conservatoire elected annually by the Students, to be known as the "**Student Governors**"; and

16.2.4 at least 8 persons (to be known as the "**Independent Governors**") appointed to the Board in accordance with Article 17.1, and who shall:

16.2.4.1 at all times include at least one person who, in the opinion of the Nominations Committee, is experienced in the provision of education; and

16.2.4.2 always comprise the majority of the Board.

16.3 Save as provided above no person who is a student or teacher at or otherwise employed by the Conservatoire shall be eligible to appointment as a Governor.

16.4 The continuing Governors may act notwithstanding any vacancy in their body, provided always that in case the Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance

with Article 16.1, it shall be lawful for them to act for the purpose of admitting persons to the membership of the Conservatoire, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

17. APPOINTMENT AND RETIREMENT OF GOVERNORS

17.1 Subject to Article 16.2, Independent Governors shall be appointed by the Members for a term of four years, at the end of which they shall retire.

17.2 If an Independent Governor is appointed in between Annual General Meetings, their term shall be four years plus the time between their appointment and the first Annual General Meeting that takes place following their appointment.

17.3 An Independent Governor shall be eligible for reappointment by the Members for a further term of four years. The Chair may be re-appointed for a third term by a decision of the majority of the Members. An Independent Governor who has retired and been re-appointed for a further term shall not be eligible for further re-appointment save in exceptional circumstances and on the unanimous recommendation of the Nominations Committee.

17.4 The Independent Governors may at any time co-opt any person duly qualified to be appointed as a Governor to fill a vacancy in their number or as an additional Governor but a co-opted Governor holds office only until the next Annual General Meeting.

17.5 No person, except a Student Governor, may be appointed as a Governor unless they are 18 years old.

17.6 A Governor shall cease to hold office if they:

17.6.1 as an Independent Governor, subsequent to their appointment to the Board, accept or hold any employment or office of profit with the Conservatoire;

17.6.2 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

17.6.3 in the written opinion of a registered medical practitioner who is treating the Governor, have become physically or mentally incapable of acting as a Governor and may remain so for more than three months;

17.6.4 are absent except on Conservatoire business from the meetings of the Board during a period of 12 calendar months without special leave of absence from the Board;

17.6.5 resign by notice in writing to the Conservatoire provided that at least the minimum number of Governors prescribed in Article 16.1 will remain in office once the resignation takes effect;

17.6.6 are disqualified from acting as a charity trustee by virtue of the Charities Act;

- 17.6.7 cease to be a Governor by virtue of any provision in the Act or are prohibited by law from being a Governor;
- 17.6.8 are removed from office by ordinary resolution of the Conservatoire pursuant to the Act;
- 17.6.9 if in the case of a Staff Governor, cease to be employed by the Conservatoire;
- 17.6.10 if in the case of a Student Governor, cease to be a student at the Conservatoire; and
- 17.6.11 cease to be a Member.

18. **PROCEEDINGS OF THE BOARD**

- 18.1 Subject to these Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they may think fit.
- 18.2 Any Governor may at any time and the Secretary upon their request shall convene a meeting of the Board.
- 18.3 At least seven days' written notice of a Board meeting shall be given to the Governors provided that a meeting of the Board shall notwithstanding that it is called by shorter notice be deemed to have been duly called if so agreed by 75% of the Governors entitled to attend such meeting. A Governor may not appoint a proxy to attend or vote in their place. A Governor who is not in the United Kingdom will not be entitled to notice of a meeting of the Board.
- 18.4 Until otherwise determined by ordinary resolution of the Conservatoire, a quorum of the Board must consist of a majority of Independent Governors and be not less than the majority of all Governors appointed at any given time.
- 18.5 A meeting of the Governors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations for the time being of the Conservatoire vested in or exercisable by the Board. If the total number of Governors for the time being is less than the quorum required for decision-making by the Governors, the Governors shall not take any decisions the than to appoint further Governors.
- 18.6 Any Governor may participate in a meeting of the Board in person, or may (with the prior agreement of the Chair) participate by means of video conference, telephone or any suitable electronic means agreed by the Governors and by which all those participating in the meeting are able to communicate with all other participants.
- 18.7 The Governors shall elect a Chair and Vice Chair of their meetings and determine the period for which they are to hold office. If at any meeting the Chair or in the Chair's absence the Vice Chair is not present at the time appointed for holding the same, the Governors present shall appoint one of their number to chair the meeting.

- 18.8 Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chair shall have a second or casting vote.
- 18.9 At any meeting of the Board or of a committee of the Board all Staff Governors and Student Governors shall withdraw their presence during consideration of any business affecting individual members of Staff or the student body. The Principal shall withdraw their presence from that part of any meeting which concerns their own position.
- 18.10 All acts done at any meeting of the Board or of a committee of the Board or by any person acting as a Governor or as a member of a committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Governors or members of a committee or persons 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 or a member of the committee.
- 18.11 A resolution in writing, copies of which have been signed by all the Governors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

19. **CONFLICTS OF INTEREST**

- 19.1 A Governor must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Conservatoire or in any transaction or arrangement entered into by the Conservatoire which has not previously been declared.
- 19.2 A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Conservatoire and any personal interest (including but not limited to any personal financial interest).
- 19.3 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:
- 19.3.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 19.3.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
 - 19.3.3 the unconflicted Governors consider it is in the interests of the Conservatoire to authorise the conflict of interests in the circumstances applying.

In this Article 19.3, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

- 19.4 A prohibition in this Article 19 shall not apply to any contract by or on behalf of the Conservatoire to give to the Governors, or any of the Governors, any security by way of indemnity.

20. DUTIES AND POWERS OF THE BOARD

- 20.1 The management and work of the Conservatoire shall be carried on by the Board who shall be the directors of the Conservatoire for the purposes of the Act.

- 20.2 Without prejudice to the generality of the foregoing the Board shall be responsible for:

20.2.1 the determination of the educational character and mission of the Conservatoire and for oversight of its activities;

20.2.2 the effective and efficient use of resources, the solvency of the Conservatoire and for safeguarding its assets;

20.2.3 approving annual estimates of income and expenditure;

20.2.4 the appointment, grading, suspension, appraisal, assignment, dismissal and determination of the pay and conditions of service of the holders of senior posts; and

20.2.5 setting a framework for the pay and conditions of service of all other staff.

- 20.3 The Board in addition to the powers and authorities under these Articles may exercise all such powers and do all such acts and things as may be exercised or done by the Conservatoire, and are not hereby or by statute directed or required to be exercised or done by the Conservatoire in general meeting, but subject nevertheless to the provisions of the Act and of these Articles, and to any rules from time to time made by the Conservatoire in general meeting, provided that no such rules shall invalidate any prior act of the Board which would have been valid if such rules had not been made.

21. POWER TO APPOINT COMMITTEES AND TO DELEGATE

- 21.1 Subject to the following provisions of this Article, the Board may establish 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 these Articles to the Principal or to the Academic Board, and may delegate powers to such committees or to the Chair or to the Principal. In particular, the Board shall establish such committees as may be required to comply with guidance issued from time to time by the Office for Students or any successor body.

- 21.2 The Board 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 or co-opted Governors only.
- 21.3 The Board shall establish a Nominations Committee to seek out and recommend appointments to the Board and recipients of honorary awards of the Conservatoire. The Nominations Committee shall, unless otherwise determined by the Board, include the Chair, at least three other Independent Governors, the Principal and one other of the holders of senior posts.
- 21.4 The Board shall not, however, delegate the following:
- 21.4.1 the determination of the educational character and mission of the Conservatoire;
 - 21.4.2 the approval of the annual estimates of income and expenditure;
 - 21.4.3 ensuring the solvency of the Conservatoire and the safeguarding of its assets;
 - 21.4.4 the appointment or dismissal of the Principal; or
 - 21.4.5 the varying or revoking of these Articles.
- 21.5 Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board and shall report all acts and proceedings carried out pursuant to this power to the Board as soon as is practicable.

22. **BYE-LAWS**

The Board may from time to time by a resolution passed by at least 75% of the Board make, vary and repeal bye-laws for the regulation of the business of the Conservatoire, its officers and servants or any section thereof, provided that such changes are in no way contrary to the directions (if any) of the Conservatoire in general meeting, and are reported at the first following general meeting of the Conservatoire.

23. **THE PRINCIPAL**

- 23.1 Subject to the responsibilities of the Board, the Principal shall be the chief executive of the Conservatoire and shall be responsible (inter alia) for:
- 23.1.1 making proposals to the Board about the educational character and mission of the Conservatoire, and for implementing the decisions of the Board;
 - 23.1.2 the organisation, direction and management of the Conservatoire and leadership of the staff. In particular the Principal shall ensure that the senior officer of each constituent school or college faculty or directorate of the Conservatoire be given and carry out such duties

and responsibilities in relation to the relevant school or college faculty or directorate as may be agreed between the Principal and such senior officer, or as may be directed by the Board.

- 23.1.3 the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within the framework set by the Board - of the pay and conditions of service of staff other than the holders of senior posts;
- 23.1.4 the determination, after consultation with the Academic Board, of the Conservatoire's academic activities, and for the determination of its other activities;
- 23.1.5 preparing annual estimates of income and expenditure, for consideration by the Board, and for the management of budget and resources, within the estimates approved by the Board; and
- 23.1.6 the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

23.2 In carrying out the above responsibilities, the Principal shall consult with such members of the senior management of the Conservatoire as they or the Board shall from time to time determine.

24. **ACADEMIC BOARD**

- 24.1 There shall be an Academic Board of no more than 30 members, comprising the Principal (who shall be chair) and such other members of staff and students and such other persons as may from time to time be approved by the Board. The Principal may nominate a deputy chair from among the members of the Academic Board to take the chair in their place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board.
- 24.2 Unless otherwise determined by the Board, the Academic Board shall be so constituted that the Principal, and the heads (by whatever name called) of the constituent schools, colleges or faculties of the Conservatoire shall, together with such other members of senior management as the Principal may from time to time recommend, together constitute a majority of the membership of the Academic Board.
- 24.3 Subject to the provisions of these Articles, to the overall responsibility of the Board, and to the responsibilities of the Principal, the Academic Board shall be responsible for:
 - 24.3.1 general issues relating to the research, scholarship, teaching and courses at the Conservatoire, 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 content 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. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;

- 24.3.2 considering the development of the academic activities of the Conservatoire and the resources needed to support them and for advising the Principal and the Board thereon; and
- 24.3.3 advising on such other matters as the Board or the Principal may refer to the Academic Board.

24.4 The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Principal and the Board. 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, provided that each committee shall always have such of the senior management as members so as to constitute a majority.

25. **THE SECRETARY**

The Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

26. **PROVISIONS RELATING TO STAFF**

- 26.1 Each member of staff shall serve under a contract of employment with the Conservatoire.
- 26.2 Upon the occurrence of a vacancy or expected vacancy for the post of Principal, the post shall be advertised and otherwise filled in such manner as shall be directed by the Board.
- 26.3 Vacancies in the other senior posts shall be filled in such manner as the Board may from time to time determine. Vacancies in all other posts shall be filled in such manner as may be determined by the Principal.
- 26.4 After consultation with the staff, the Board shall make or approve rules relating to the conduct of the staff, and in so doing shall have regard to the need to ensure the academic staff of the Conservatoire 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.
- 26.5 The Chair or, in the absence of the Chair, the Vice Chair, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and

urgent cause. The Chair or Vice Chair, shall report such suspension in writing to the Board within two working days or as soon thereafter as practicable.

- 26.6 The Principal may suspend from duty, with pay, any member of the staff of the Conservatoire other than the holder of a senior post, for misconduct or other good and urgent cause.
- 26.7 Anyone who is suspended from duty under Article 26.5 or 26.6 shall be entitled to receive from the Principal, or in the case of the holders of senior posts from the Chair or Vice Chair, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 26.8 Procedures for the suspension of staff under Article 26.5 or 26.6 shall be specified in rules made by the Board after consultation with the staff. The rules shall include provision that:
- 26.8.1 any person who has been under suspension for three weeks or more may appeal in writing to the Board 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 26.9 or of a notification from the Principal under Article 26.16;
- 26.8.2 any appeal made under Article 26.8.1 shall be considered as soon as practicable;
- 26.8.3 a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.
- 26.9 If the Chair, or in the Chair's absence the Vice Chair, or a majority of the members of the Board consider that it may be appropriate for the Board to dismiss the holder of a senior post, the Chair, Vice Chair or Board as appropriate shall refer the matter to a special committee of the Board, which shall be convened as soon as practicable to examine the case for dismissal and to make a report to the Board.
- 26.10 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 they may be accompanied and represented by a friend.
- 26.11 The special committee shall prepare a written report for consideration by the Board, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any considerations which the committee considers should be taken into account in the Board's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board.
- 26.12 The Board 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, including oral representations for which purpose they may be accompanied and represented by a friend.

- 26.13 The special committee shall consist of three Independent Governors. The Chair, the Vice Chair and the Principal shall not be eligible for membership of the special committee.
- 26.14 The Board shall make rules specifying procedures for the conduct of the special committee and other aspects of the procedure set out in Articles 26.9-26.13.
- 26.15 The Principal may dismiss any member of the staff of the Conservatoire other than the holder of a senior post and if the circumstances are such that the Principal 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.
- 26.16 Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 26.15 do not prevail the Principal 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 they may be accompanied by a friend) before any decision to dismiss by the Principal is taken.
- 26.17 Where a staff member has been dismissed pursuant to Article 26.15 or a decision to dismiss has been taken pursuant to Article 26.16 that staff member may appeal against the dismissal or decision, as the case may be, to the Chair or Vice Chair, or to any Independent Governor nominated by either of them to hear such appeal. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
- 26.18 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 Board after consultation with the staff. The rules should include the right of representation.
- 26.19 After consultation with the staff the Board shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

27. **STUDENTS**

- 27.1 The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board and shall present certified audited accounts annually to the Board. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless approved by the Board.
- 27.2 The Board, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- 27.3 In exercise of its responsibilities under Article 24.3.1, the Academic Board, after consultation with the Board and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

28. **THE SEAL**

- 28.1 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board on its behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

29. **DELEGATION**

The Board may at any time and from time to time by power of Attorney under the Seal appoint any person or persons to be the Attorney or Attorneys of the Conservatoire for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles and not including any matters referred to in Article 21.4), and for such period and subject to such conditions as the Board may from time to time think fit.

30. **ACCOUNTS**

- 30.1 The Board shall cause accounting records to be kept in accordance with section 386 of the Act.
- 30.2 The accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Members of the Board.

31. **AUDIT**

- 31.1 In accordance with the provisions of the Act, at least once in every year the accounts of the Conservatoire shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 31.2 Auditors shall be appointed and their duties regulated in accordance with the Act, the Governors being treated as the directors mentioned in the Act.

32. **NOTICES**

- 32.1 A notice may be served by the Conservatoire upon any Member or Governor:
- 32.1.1 by delivering it by hand to the United Kingdom address recorded for that Member or Governor in the register of Members or the register of directors;
 - 32.1.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the United Kingdom address recorded for that Member or Governor in the register of Members or the register of directors; or

- 32.1.3 by electronic mail to an email address notified by the Member or Governor in writing.
- 32.2 A notice may be served by any Member or Governor on the Conservatoire:
 - 32.2.1 by delivering it by hand to the Office for the time being of the Conservatoire; or
 - 32.2.2 by sending it by post or courier in an envelope (with postage paid) to the Office for the time being of the Conservatoire.
- 32.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 32.3.1 24 hours after being sent by electronic mail or delivered by hand or courier to the relevant address;
 - 32.3.2 two Clear Days after being sent by first class post to the relevant address;
 - 32.3.3 three Clear Days after being sent by second class post to the relevant address;
 - 32.3.4 on being handed to the Member or Governor personally; or
 - 32.3.5 as soon as the Member or Governor acknowledges actual receipt.

33. INDEMNITY AND RESPONSIBILITY

The members of the Board, auditors, secretary and other officers for the time being of the Conservatoire or professors, examiners, clerks or servants of the Conservatoire and the trustees (if any) for the time being acting in relation to any of the affairs of the Conservatoire, including any trust set up by the Conservatoire to act as a means of raising or holding funds for the Conservatoire, and each of them and each of their representatives, shall be indemnified and secured harmless out of the assets of the Conservatoire from and against all actions costs, charges, losses, damages and expenses which they or any of them or any of their representatives shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts. None of them shall be answerable for the acts, receipts, neglects or defaults of the others or other of them, or for joining in any receipts for the sake of conformity, or for any bankers or other person with whom any moneys or effects belonging to the Conservatoire shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Conservatoire shall be placed put or invested, or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto; but the provisions of this Article shall only have effect in so far as they are not avoided by Section 310 of the Act.

34. **MISCELLANEOUS**

- 34.1 A copy of these Articles, and any rules or bye-laws made hereunder, shall be given to every member of the Board and shall be available for inspection upon request to every member of staff and every student.