

Company Number 4170092

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

THE CONSERVATOIRE FOR DANCE AND DRAMA

Company Number 4170092

THE COMPANIES ACTS 1985 TO 2006

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ARTICLES OF ASSOCIATION

of

CONSERVATOIRE FOR DANCE AND DRAMA

NAME

1. The name of the Company is "The Conservatoire for Dance and Drama" (hereinafter called "The Conservatoire").

REGISTERED OFFICE

2. The registered office of The Conservatoire is to be situated in England and Wales.

OBJECTS

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 these Articles, without limit to the generality of the phrase, "performing arts" shall include acting, dance, circus arts and musical performance, and any combination thereof and shall include activities which assist with performances of any of the performing arts, using either live or recorded media 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 Members, Affiliates and/or Associates.

POWERS

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, training 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 Article 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 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;
- 4.10 to recruit, appoint and train assessors to carry out and assist in the carrying out of the above award or validation;
- 4.11 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 Members, Affiliates or Associates providing or proposing to provide such courses;
- 4.12 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;
- 4.13 to take responsibility for ensuring that the roles and responsibilities of the Members, Affiliates and Associates are properly discharged with the appropriate procedures in place in the areas of 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 Members, Affiliates or Associates, consistent with any lawful requirements imposed as a condition of receipt of funds from third parties;
- 4.14 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;
- 4.15 to hold performances, exhibitions, meetings, lectures, classes, seminars, conferences and courses, either alone or with others, gratuitously or otherwise;
- 4.16 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;
- 4.17 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; training or research, and to disseminate the same and the results of any review or evaluation;
- 4.18 to disseminate information, guidance, good practice, and new developments in education, training or research in the performing arts;

- 4.19 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;
- 4.20 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;
- 4.21 to draw, make, accept, endorse, discount and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.22 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 furtherance of the objects of The Conservatoire;
- 4.23 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;
- 4.24 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;
- 4.25 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;
- 4.26 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;
- 4.27 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;
- 4.28 to insure and arrange insurance cover for and to indemnify its officers, servants, trustees and voluntary workers and those of its Members, Affiliates and Associates from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- 4.29 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 these Articles;
- 4.30 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;
- 4.31 to establish where necessary regional offices (whether autonomous or not);
- 4.32 to establish subsidiary companies;

- 4.33 to apply for degree awarding powers for The Conservatoire, and if such powers be granted, to award degrees, including joint degrees, in accordance with those powers formally given by the relevant granting authority(ies);
- 4.34 to apply for a Royal Charter for The Conservatoire; and
- 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 Conservatoire's objects shall not extend to the regulation of relations between workers and employers 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.

BOARD OF GOVERNORS

5. The governing body of The Conservatoire shall be known as "the Board of Governors".
6. Subject to Article 7, the Board of Governors shall be constituted as follows:
- 6.1 one person appointed by each Member to be a member of the Board of Governors, such persons to be known collectively in these Articles as "the Nominated Governors" and each as a "Nominated Governor" and so that a Nominated Governor shall be removed by a Member appointing him or her by notice to that effect;
- 6.2 subject to Article 7, no fewer than 9 persons who have demonstrable experience in education, industrial, commercial, or employment matters, or the practice of any profession, but are in no way directly connected with any Member, such persons to be known in these Articles as "the Independent Governors";
- 6.3 the Head of Institution;
- 6.4 one Staff Governor who is employed or contracted by a Member School, appointed in accordance with procedures approved by the Board of Governors from time to time; and

- 6.5 one Student Governor who is a student of a Member currently registered with the Conservatoire as a student and appointed in accordance with procedures approved by the Board of Governors from time to time.

AND SO that the Board of Governors shall have the power to co-opt (and to remove) not more than two persons from time to time to the Board of Governors on such terms as the Board of Governors may approve from time to time.

AND SO that each Governor shall be entitled to designate one person as their named alternate, which alternate shall serve as an alternate under arrangements to be set out in the Board of Governors' rules and bye-laws from time to time.

7. The Board of Governors shall be constituted so that the Independent Governors at all times out-number the total number of all other Governors. The Board of Governors shall determine from time to time the number of Independent Governors 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.
8. Any appointment of Independent Governors shall be made following a proposal by a nominations committee whose members shall comprise at least three of the existing Independent Governors, with the appointment then being approved by the Board of Governors.
9. 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 Nominated Governors shall speak, act and vote as they themselves shall determine and not as representatives of their appointing Member. All members of the Board of Governors shall act in accordance with the seven principles of public life (the Nolan principles).
10. 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.
11. A member of the Board of Governors shall automatically cease forthwith to be a Governor if:
- 11.1 he or she becomes bankrupt or makes any arrangement or composition with his creditors generally, or becomes unable to pay his or her debts as they fall due;
 - 11.2 he or she becomes of unsound mind;
 - 11.3 he or she is convicted of any criminal offence for which a sentence of imprisonment may be imposed;
 - 11.4 he or she 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 twelve months or if he or she has, without the consent of the Board of Governors, failed to attend three consecutive meetings of the Board of Governors or any committee of the Board of Governors over a period of not less than twelve months;
 - 11.5 he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being either a director of The Conservatoire or a charity trustee;
 - 11.6 in the case of a Nominated Governor, the Member which appointed him or her to the Board of Governors either removes such Nominated Governor as provided in Article 6.1 or ceases to be a Member (but in such latter case the Nominated Governor shall be eligible to be appointed an Independent Governor subject to the provisions of these Articles);

- 11.7 that Governor in the opinion of the Board of Governors brings him or herself into disrepute and/or brings The Conservatoire into disrepute or in each case his or her behaviour threatens to do so;
 - 11.8 the Board of Governors resolve that it is no longer in the interests of The Conservatoire for that person to remain a director of The Conservatoire; or
 - 11.9 in the case of an Independent Governor or co-opted governor, an institution with which he or she is connected is or becomes a Member (but in such a case the Independent Governor or co-opted governor shall be eligible to be appointed a Nominated Governor subject to the provisions of these Articles).
12. Any member of the Board of Governors may at any time resign his or her directorship by giving notice in writing to the Secretary addressed to him or her at the Office, save that no resignation shall take effect if it would have the result that the composition of the Board of Governors did not comply with Article 6. 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.
 13. Any member of the Board of Governors appointed by virtue of Article 6.1 shall hold office until the end of the third anniversary following his or her appointment (or earlier removal by the relevant Member).
 14. Any member of the Board of Governors appointed by virtue of Article 6.2 shall hold office until the end of the third annual general meeting following his or her appointment (unless ceasing to be a Governor earlier under Article 11).
 15. 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 Article 6, save that no person shall serve in any capacity as a member of the Board of Governors for more than twelve years.

POWERS OF THE BOARD OF GOVERNORS

16. The business of The Conservatoire shall be managed by the Board of Governors who 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.
17. The Board of Governors shall in particular be responsible for:
 - 17.1 determination of The Conservatoire's educational character and mission and oversight of its activities, and planning The Conservatoire's future development;
 - 17.2 ensuring the effective and efficient use of resources, solvency of The Conservatoire and the safeguarding of its assets;
 - 17.3 the approval of the annual estimates of income and expenditure;
 - 17.4 the approval of the strategic plan of The Conservatoire (which may include measures for the mutual development of the Members);
 - 17.5 monitoring compliance of the Members, Affiliates and Associates with criteria, conditions, rules and agreements promulgated under Article 16,
 - 17.6 appointing the Audit Committee and considering and acting upon reports of the Audit Committee to the Board of Governors;

- 17.7 ensuring the continued charitable status of The Conservatoire;
- 17.8 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);
- 17.9 the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Head of Institution, the Clerk, and of any other person designated by the Board of Governors as holding a senior post; and
- 17.10 setting a framework for the employment practices, pay and conditions of service of all other staff of The Conservatoire.
18. 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 of losing their jobs or any privileges they may have at The Conservatoire.
19. 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 general meetings, but not for any other purpose.

PROCEEDINGS OF THE BOARD OF GOVERNORS

20. 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.
21. 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, including at least half of the Independent Governors (rounding up any fractions) and so that all decisions shall only be validly passed if the quorum was comprised of a majority of Independent Governors. 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.
22. 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.
23. 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 shall from time to time elect a Deputy Chair from amongst the Governors.

The Board of Governors may determine for what period the Chair is to hold office. 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, then the Deputy Chair shall act as chair but so that if no such person be in post or not be present within ten

minutes after the time appointed for holding the meeting and willing to preside then the members of the Board of Governors present shall choose one of the Independent Governors present to chair the meeting.

24. 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.
25. A Governor must use all reasonable endeavours to avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of The Conservatoire. This duty is not infringed if:
 - 25.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 25.2 the situation is authorised by the Board of Governors in accordance with Article 26; or
 - 25.3 the situation relates to the purchase of indemnity insurance in accordance with Article 4.28.
26. If a conflict of interests arises for a Governor, the unconflicted Governors may authorise such a conflict of interests provided that:
 - 26.1 the procedure in Article 27 is followed;
 - 26.2 the authorisation will not result in any direct or indirect material benefit being conferred on any Governor or any connected person that would not be permitted by these Articles; and
 - 26.3 the unconflicted members of the Board of Governors consider it in the best interests of The Conservatoire to authorise the conflict of interest in the circumstances.
27. Whenever a Governor has an interest in a matter to be discussed at a meeting of the Board of Governors or a committee thereof then the Governor concerned must:
 - 27.1 declare his or her interest before discussion begins on the matter;
 - 27.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 27.3 not be counted in the quorum for that part of the meeting; and
 - 27.4 withdraw during the vote and have no vote on the matter.
28. All acts done bona fide by any meeting of the Board of Governors or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or in continuance in office of any such 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 Governor.
29. 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.
30. A resolution in writing circulated to all the Governors for the time being who are entitled to receive notice of a meeting of the Board of Governors and approved by a simple majority

of them 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 electronic or facsimile transmission) and signed by one or more of the Governors for the time being entitled to receive notice of a meeting of the Board of Governors.

31. A Governor 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

32. The Board of Governors may delegate any of its functions to committees other than those functions in Article 17 (unless expressly provided) 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.

For the avoidance of doubt the Conservatoire Executive Committee shall not be a committee of the Board of Governors.

33. 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 Office for Students (or any successor thereto).

33. The Board of Governors shall establish a Nominations and Remunerations Committee. The membership, terms of reference and constitution of such committees shall be determined by the Board of Governors.

The Board of Governors shall establish a Finance Committee. The membership, terms of reference and constitution of such committees shall be determined by the Board of Governors but it shall be comprised only of Independent Governors.

34. Subject to the consent of the Senate, the Board of Governors may delegate such matters relating to academic matters to the Senate as the Board of Governors may resolve. The Senate shall not be authorised to incur expenditure or other liabilities on behalf of The Conservatoire, nor shall the Senate be or be deemed to be a committee of the Board of Governors.

35. The Board of Governors shall not delegate responsibility for any of the matters set out in Article 17, (unless expressly provided therein) or for the varying or revoking of these Articles.

36. The Head of Institution 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 or her remuneration, terms and conditions of service, performance, or any disciplinary action against him or her.

REMUNERATION AND EXPENSES OF MEMBERS OF THE BOARD OF GOVERNORS

37. The income and property of The Conservatoire shall be applied solely towards the promotion of its objects as set forth in these Articles 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 (unless such Member be a charity). No Governor 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 without the Charity Commission's prior written consent provided that nothing herein shall prevent any payment in good faith by The Conservatoire:
- 37.1 of reasonable and proper remuneration to any Member, officer or servant of The Conservatoire for any services rendered to The Conservatoire;
 - 37.2 of interest on money lent by any Member or Governor at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by The Conservatoire's bankers or 3% whichever is greater;
 - 37.3 of fees, remuneration, or other benefits in money or money's worth to a company or other entity of which a Governor may be a member holding not more than a one-hundredth part of the capital of that company or entity;
 - 37.4 to a Governor of reasonable out of pocket expenses; or
 - 37.5 to the Head of Institution of reasonable and proper remuneration for services rendered to The Conservatoire determined in accordance with the Articles whether or not he or she is a Governor.

CLERK TO BOARD OF GOVERNORS

38. 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 (if appointed).

MEMBERSHIP AND AFFILIATES

- 39.1 No person shall be admitted as a Member of The Conservatoire unless it is approved by all the then current Members and so that only entities offering education (including higher education) but not having degree awarding powers shall be admitted as Members.
- 39.2 The Members shall have an absolute discretion in determining whether to accept or reject any application for a Membership Interest and shall not be bound to assign any reason for their decision. The Conservatoire shall provide assistance to Members on terms agreed from time to time.
- 39.3 A Member may at any time resign from The Conservatoire by giving at least four years' notice in writing to The Conservatoire expiring on 31st July in any year provided that after such resignation the number of Members remaining is not less than two.
- 39.4 A Membership Interest is not transferable and will terminate in the event of:
 - 39.4.1 such Member ceasing to exist or operate; or
 - 39.4.2 such Member's bankruptcy or insolvency or the making of any arrangement or composition with its creditors, or being a corporation, liquidation, administration or other analogous proceedings;
 - 39.4.3 such Member ceasing to fulfil the membership criterion which the Members may set from time to time.
- 40. A Membership Interest shall terminate on 120 days written notice if (i) all the Members of The Conservatoire, other than the Member whose Membership Interest is to be terminated,

resolve that it is in the best interests of The Conservatoire to terminate such Membership Interest and (ii) written notice of termination has been served on the expelled Member.

41. In addition to Members, the Conservatoire through the approval of the Board of Governors may provide assistance to Affiliates and Associates on terms to be agreed from time to time.
 42. Any such institution referred to in Article 41 shall in respect of such assistance provided by the Conservatoire be referred to either as an "Affiliate" or an "Associate" for the purposes of these Articles (and/or any other term approved by the Board of Governors from time to time) and any agreement with such body. Such Affiliate or Associate shall not be a Member.
 43. The Members shall draw up and publish criteria and conditions for admission and continued status as an "Affiliate" or Associate, rules for the conduct of the relationship between the Conservatoire and its Affiliates or Associates, the consequences of ceasing to be an Affiliate or Associate and procedures to be followed in the case of any institution applying to be an Affiliate or Associate or which may no longer be eligible to be an Affiliate or Associate. These criteria, conditions, rules and procedures shall be consistent with any lawful requirements imposed upon the Conservatoire as a condition of 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 or Associate status that Affiliates and Associates be required to delegate to the Conservatoire authority to deal with the Office for Students, Education and Skills Funding Agency and any successor body to any such bodies.
 44. No institution shall be admitted as an Affiliate or Associate unless it shall have first 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 Office for Students, with the approval of the Secretary of State for Education, shall have given its prior written consent to that admission to the Conservatoire.
 45. Each Affiliate or Associate shall remain an Affiliate or Associate (as the case may be) until it resigns its status as an Affiliate or Associate (as the case may be) pursuant to Article 47, or its status as an Affiliate is terminated pursuant to Article 46.
 46. Notwithstanding the provisions of Article 43 above, an Affiliate or Associate (as the case may be) shall automatically cease to be an Affiliate or Associate (as the case may be) if -
 - 46.1 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,
 - 46.2 it materially alters the objects for which it was established at the time of its admission to Affiliate or Associate (as the case may be) status, or
 - 46.3 it ceases to have charitable status.
- Subject to the Members so resolving in accordance with the procedures which they shall have promulgated under Article 43, an Affiliate or Associate (as the case may be) shall cease to be an Affiliate or Associate (as the case may be) if it no longer satisfies the criteria, conditions and rules promulgated under Article 43.
47. Any Affiliate or Associate (as the case may be) may at any time resign its status as an Affiliate by giving not less than one year's notice, to expire on July 31 in any year, in writing to the Secretary addressed to him or her at the Office. Such resignation shall be without prejudice to any rights or obligations of the Affiliate or Associate (as the case may be) which shall have accrued at the date of resignation.

GENERAL MEETINGS

48. The Conservatoire may in accordance with the Act choose to 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.

49. All general meetings other than annual general meetings shall be called general meetings.
50. The Board of Governors may whenever it thinks fit convene a general meeting, and general meetings may also be called on written request from at least 10% of the Members. On receipt of such a written request, the Board of Governors must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.
51. Not less than 14 clear days' written notice of every general meeting specifying the place, the day and the hour of meeting, and the general nature of the business to be discussed, 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 such proportion of the Members having the right to attend and vote thereat as is prescribed by the Act, a general meeting may be convened by such notice as those Members may think fit.
52. 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, at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

53. All business shall be deemed special that is transacted at a general meeting and all that is transacted at an annual general meeting shall be deemed ordinary.
54. Members are entitled to attend meetings personally or by proxy in accordance with the procedures prescribed in the Act.
55. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. At least half of the Members (rounding up any fractions), present in person or by proxy, shall be a quorum.
56. 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.
57. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified agreement to the resolution in an authenticated document which has been received at the registered office or electronically within the period of 28 days beginning with the circulation date. A resolution in writing may consist of several documents in the like form each signed by one or more Members.
58. The Chair, if any, of the Board of Governors or in his or her absence then the Deputy Chair shall act as chair or in his or her absence some other member of the Board of Governors shall preside as Chair of the meeting, but if none of the Chair, Deputy 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.
59. 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.

60. 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.
61. 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.
62. Subject to the provisions of Article 59 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.
63. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
64. 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

65. Each Member present in person or by proxy shall have one vote. The Board of Governors shall specify the form of proxy to be used from time to time.
66. 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.

SENATE

67. There shall be a body known as the Senate. The responsibilities of the Senate shall be to advise The Conservatoire as the Senate sees fit on academic matters having regard to the autonomy of the Members. The Senate shall be responsible for:
 - 67.1 all issues relating to the research, scholarship, teaching and programmes of study 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 notwithstanding the responsibilities of validating bodies;
 - 67.2 considering the development of the academic activities of The Conservatoire and the resources needed to support them and for advising the Head of Institution and the Board of Governors thereupon; and
 - 67.3 advising on such other matters as the Board of Governors or the Head of Institution may refer to the Senate.
68. The Senate will be chaired as provided in Article 78 and shall comprise the following persons:

- 68.1 the Principal of each Member or his or her nominee;
 - 68.2 one senior person drawn from the academic staff of each Member nominated by the Principal of that Member;
 - 68.3 two additional persons drawn from the staff of the Members or the Conservatoire to be nominated by the Conservatoire Executive Committee;
 - 68.4 three students of the Conservatoire to be appointed under procedures approved by Senate from time to time; and
 - 68.5 such other persons as may be co-opted by the Senate.
69. The Chair of the Senate may nominate a Deputy Chair from among the persons on Senate to take the chair in his or her place if he or she is unable to act.
70. The period of appointment of persons on Senate and arrangements for their selection or election shall be subject to the approval of the Board of Governors.
71. No person on Senate shall be bound to speak, act or vote in any way on the instructions of or in the interests of any other person.
72. A person may not join Senate 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 joined Senate may continue so to act.
73. A person on Senate shall automatically cease to be on Senate if:
- 73.1 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or becomes unable to pay his or her debts as they fall due; or
 - 73.2 he or she becomes of unsound mind; or
 - 73.3 he or she is convicted of any criminal offence for which a sentence of imprisonment may be imposed; or
 - 73.4 he or she has without the consent of the Senate or the Board of Governors failed to attend any meetings of the Senate for a continuous period of at least twelve months; or
 - 73.5 the Member which appointed him or her to the Senate ceases to be a Member; or
 - 73.6 in the case of a person nominated to the Senate pursuant to Article 68.2 or 68.3 , if his or her nomination is withdrawn by the Principal of the relevant Member or by the Conservatoire Executive Committee respectively.
74. Any person on Senate may resign his or her office at any time by notice in writing to the Secretary of the Senate addressed to him or her at the Office.
75. For as long as The Conservatoire holds UK degree awarding powers, the Board of Governors has a duty to provide the Privy Council (or other relevant successor body) with at least 28 days written notice of its intention to directly or indirectly dissolve or otherwise cause the Senate's powers or responsibilities to be reduced before doing so.

PROCEEDINGS OF THE SENATE

76. The Senate 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.

77. A quorum of the Senate shall be half of the persons on it provided that at least four Members are represented by persons appointed or nominated by virtue of Articles 68.1 or 68.2.
78. The Senate shall from time to time elect a Chair from amongst the Principals which Chair shall be entitled to preside at all meetings of the Senate at which he or she is present. The Senate 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, those persons on Senate present shall choose one of their number present to chair the meeting.
79. All acts done bona fide by any meeting of the Senate or by any person on Senate acting for the Senate shall, notwithstanding it be afterwards discovered that there was some defect in the convening or holding of the meeting or in the appointment or in continuance in office of any such 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 on the Senate.
80. The Senate shall cause proper minutes to be made of all proceedings of meetings of the Senate, 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.
81. A person on Senate shall be treated as present at a meeting of the Senate 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 Senate shall include meetings held by voice or video telecommunication link if so arranged that it is possible for each person on Senate 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.

CLOSURE OF PROGRAMMES

82. Where The Conservatoire holds its own degree awarding powers, any proposal to withdraw or close a programme of study leading to an award of The Conservatoire shall be subject to the approval of the Senate. Before implementing such proposal, the Board of Governors must demonstrably safeguard the interests and rights of students registered on the programme and the standards of the relevant award.

HEAD OF INSTITUTION

83. The Head of Institution of The Conservatoire shall be appointed by the Board of Governors for such term, at such remuneration and upon such conditions as it shall think fit and any Head of Institution so appointed may be removed by the Board of Governors.
84. The Head of Institution shall, subject always to the responsibilities of the Board of Governors, be responsible for:
- 84.1 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;
 - 84.2 oversight of the Academic Registrar and Finance Director and other staff of The Conservatoire, to the extent such oversight has been delegated to him or her by the Board of Governors, in their organisation, direction and management of The Conservatoire and leadership of its staff;
 - 84.3 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;

- 84.4 the determination, after consultation with the Senate, of The Conservatoire's academic activities, and the determination of its other activities;
- 84.5 preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and managing the budget and resources, within the estimates approved by the Board of Governors; and
- 84.6 (in so far as The Conservatoire may have any role in such matters having regard to the autonomy of the Members) the maintenance of student discipline and, within rules and procedures promulgated under these Articles, the suspension or expulsion of students on disciplinary grounds and for implementation of decisions to expel students for academic reasons.
85. The Board of Governors may entrust and confer upon the Head of Institution 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 Head of Institution shall regularly appraise the Board of Governors of his or her actions.
86. For so long as he or she is appointed, the Head of Institution shall engage all persons to be employed under him or her and shall be responsible for them, and the Head of Institution may delegate any of his or her powers to such persons and on such terms and conditions, with such restrictions, as he or she may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers.

STAFF AND STUDENT REPRESENTATION

87. The Board of Governors shall make arrangements for the appointment of one person to be the Staff Governor to the Board of Governors, to be chosen by and from the members of staff of the Members from time to time. The Staff Governor shall serve for a period of three years from appointment, and shall be eligible for reappointment. The Staff Governor shall be subject to disqualification on the grounds set out in Article 11, mutatis mutandis, and shall immediately be disqualified if he or she cease to be a member of staff of a Member.
88. The Board of Governors shall make arrangements for the appointment of one person to be a Student Governor to the Board of Governors, to be chosen by and from the students of the Members from time to time. The Student Governor shall serve for a period of one year from appointment (which may be extended until the annual general meeting following the anniversary of their appointment), and shall be eligible for reappointment. The Student Governor shall be subject to disqualification on the grounds set out in Article 11, mutatis mutandis, and shall immediately be disqualified if they cease to be a student of a Member.
89. The Staff Governors and the Student Governor shall be entitled to receive notice of, and to attend, speak and 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 to which they have been appointed. The Staff Governors and the Student Governor 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 Members, any student of The Conservatoire or any of its Members, 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.
90. 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 Governor or the Student Governor, or by the failure of the Staff Governor or the Student Governor to attend any such meeting, or by the fact that there may be any vacancy in the Staff Governor or the Student Governor. Where a Staff or Student Governor vacancy

exists, the Board may consider using its powers (Article 6) to co-opt a staff member or student to the Board.

PRINCIPALS OF MEMBERS

91. A Nominated Governor shall not be the Principal of the appointing Member (which term shall mean the chief executive officer) but such person shall nevertheless 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 Board of Governors.
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 the failure of the Principal of the relevant Member to attend any such meeting, or by the fact that there may be any vacancy in the post of Principal of any such Member.

STAFF

93. All of The Conservatoire's staff shall serve under a contract of employment with the Conservatoire but so that it shall be permitted for The Conservatoire to engage staff as self-employed contractors, secondees from Members or others or via agencies.

CONDUCT

94. 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 of losing their jobs or any other privileges they may have at The Conservatoire.

SUSPENSION AND DISMISSAL

95. The Chair of the Board of Governors, or in the absence of the Chair, the Deputy Chair, may suspend from duty with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chair or Deputy Chair acting as chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
96. The Head of Institution 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.
97. Any member of The Conservatoire's staff suspended from duty under Articles 95 or 96 shall be entitled to receive from the Head of Institution, or in the case of the holders of senior posts, from the Chair or Deputy Chair, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
98. Procedures for the suspension of The Conservatoire's staff under Articles 95 or 96 shall be specified in rules made by the Board of Governors after consultation with The Conservatoire's staff.
99. If the Chair of the Board of Governors, or in his or her absence then the Deputy Chair, 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 Chair, Deputy Chair, 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.
100. The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Special Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.

101. 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 Special 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.
102. 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 or she may be accompanied and represented by a friend.
103. 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 Chair of the Board of Governors, Deputy Chair and the Head of Institution 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.
104. The Head of Institution may dismiss any of The Conservatoire's staff other than the holder of a senior post and if the circumstances are such that he or she is entitled to do so by virtue of the conduct of that member of The Conservatoire's staff, that dismissal may take immediate effect without any need for prior notice.
105. Where the Head of Institution considers it possible that he or she may dismiss such a member of The Conservatoire's staff and the circumstances described in Article 104 do not apply, he or she 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 Head of Institution (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 Head of Institution is taken.
106. Where a member of The Conservatoire's staff has been dismissed pursuant to Article 104 or a decision to dismiss has been taken pursuant to Article 105 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.
107. Procedures for the dismissal of The Conservatoire's staff by the Head of Institution 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

108. 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

109. There shall be a students' union or unions as required under law 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 Head of Institution to the Board of Governors. No amendment to or recession of that constitution, in whole or in part, shall be valid unless and until approved by the Board of Governors.
110. The Board of Governors, after consultation with the Senate, the Members and representatives of the students, and having due regard to the autonomy of the Members, shall approve rules with respect to the conduct of students, including procedures for suspension and expulsion (which procedures shall recognise the role of any relevant Member in respect of any student proposed to be suspended or expelled).

111. In exercise of their responsibilities under these Articles, the Senate, after consultation with the Board of Governors, the Members and representatives of the students, and having due regard to the autonomy of the Members, shall approve procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons (which procedures shall recognise the role of any relevant Member in respect of any student proposed to be expelled).

RULES AND BYE-LAWS

112. The Board of Governors (having due regard to the autonomy of the Members) 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

113. The Board of Governors may appoint a Secretary 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 section 280 of the Act shall apply.

THE SEAL

114. 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

115. 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.
116. 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 governor on the Board of Governors, of the officers of The Conservatoire, of the Auditors of The Conservatoire and of the Charity Commissioners for England and Wales.

AUDIT

117. 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.
118. 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

119. A notice may be served by The Conservatoire on any Member or Governor:
- 119.1 by delivering by hand to the United Kingdom address recorded for the Member in the register of Members or register of directors (as the case may be);

- 119.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the United Kingdom address recorded for the Member in the register of Members or register of directors (as the case may be);
- 119.3 by electronic mail to an email address notified by the Member or Governor (as the case may be) in writing; or
- 119.4 by means of a website the address of which has been notified to the Member or Governor (as the case may be) in writing (with an email to such Member or Governor specifying that a notice has been placed on such website)

in accordance with the provisions of the Acts.

120. A notice may be served by any Member or Governor on The Conservatoire:

- 120.1 by delivering by hand to the registered address for the time being of The Conservatoire; or
- 120.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the to the registered address for the time being of The Conservatoire

121. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- 121.1 24 hours after being sent by electronic mail or delivered by hand or courier to the relevant address;
- 121.2 two clear days after being sent by first class post to the relevant address;
- 121.3 three clear days after being sent by second class post to the relevant address;
- 121.4 on the date on which the notice was posted on a website (or, if later, the date on which the Member or Governor (as the case may be) was notified of the posting on the website in accordance with these Articles and the Act);
- 121.5 on being handed to the Member or Governor (as the case may be) personally, or if earlier; or
- 121.6 as soon as the Member or Governor (as the case may be) acknowledges actual receipt.

GUARANTEE

122. The liability of the members is limited.

123. Every Member of The Conservatoire undertakes to contribute such amount as may be required, which shall not exceed £1, to the assets of The Conservatoire if it should be wound up while it is a member or within one year after it ceased to be a Member, for payment of The Conservatoire's debts and liabilities contracted before it 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.

INDEMNITY

124. Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or other officer 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.

WINDING UP

125. 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 a Member) having objects similar to the objects of The Conservatoire. Such institution or institutions shall be determined by the Members of The Conservatoire at or before the time of dissolution.

AMENDMENT OF ARTICLES

126. These Articles may be amended or replaced by resolution of the Members or as required by the Office for Students 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 Office for Students, after consultation with the Members.

127. No addition, alteration, or amendment shall be made to or in the provisions of the Articles of Association for the time being in force, which will cause The Conservatoire to cease to be a company to which section 60 of the Act applies.

INTERPRETATION

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

the Act	the Companies Act 2006
Affiliate	any institution affiliated to The Conservatoire from time to time in accordance with these Articles
Associate	any charitable institution which the Board of Governors admits as an associate in accordance with these Articles
these Articles	these Articles of Association and the regulations of The Conservatoire from time to time in force
authenticated document	a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by The Conservatoire (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and The Conservatoire has no reason to doubt the truth of that statement)
the Board of Governors	the Board of Governors for the time being of The Conservatoire
the Head of Institution	the Head of Institution for the time being of The Conservatoire
connected person	(a) a child, parent, grandchild, grandparent, brother or sister of a member of the Board of Governors, (b) the spouse or civil partner of a member of the Board of Governors or anyone falling within paragraph (a), (c) a person carrying on business in partnership with a member of the Board of Governors or with any person falling with paragraph (a) or (b), (d) an

	institution which is controlled by a member of the Board of Governors or by any person falling within paragraphs (a), (b) and (c) (or which is controlled by any two or more such persons when taken together), (e) a body corporate in which a member of the Board of Governors or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest)
The Conservatoire	the above-named Conservatoire
Conservatoire Executive Committee	a group comprising the Head of Institution principals of each of the Members, finance director of The Conservatoire and academic registrar of The Conservatoire
Governor	any member of the Board of Governors who as a matter of law is both a director of the Conservatoire and a charity trustee
material benefit	a benefit which may or may not be financial but which has a monetary value
Member	any institution admitted as a member of The Conservatoire from time to time in accordance with these Articles
Membership Interest	the legal entitlement of an institution being a Member
month	calendar month
the Office	the registered office of the Conservatoire
Principal	the person occupying the role of principal or chief executive officer or head of school or equivalent title of the Member regardless of his or her actual appellation
responsible	having the right and obligation
the Seal	the common seal of the Conservatoire
the Secretary	the Secretary for the time being of the Conservatoire
senior post	any employee of the Conservatoire designated by the Board of Governors as the holder of a senior post
writing	a legible document on paper or a document which can be printed on paper including a facsimile message or email

128.2 Words importing the singular number only shall include the plural number, and *vice versa*,

- 128.3 Words importing the masculine gender only shall include the feminine and neuter. Words importing the feminine gender only shall include the masculine and neuter.
- 128.4 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,
- 128.5 the words "and" and "or" shall mean "and/or",
- 128.6 the words "other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible,
- 128.7 Subject as aforesaid, any words or expressions defined in the Act, shall bear the same meanings in these Articles.
- 128.8 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.