



UNIVERSITY COLLEGE SCHOOL

STATUTES

Adopted by Order of the Charity Commissioners
9th February 2005
Amended by resolution of Council
15th October 2020

UNIVERSITY COLLEGE SCHOOL, HAMPSTEAD

STATUTES

As Adopted by Resolution of Council passed on the 11 October 2018

As Amended by Resolution of Council passed on 15 October 2020

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1. Definitions and Construction

1.1 In these statutes, where the context admits, the following definitions and rules of construction contained in these statutes shall apply:

1.1.1 "**1905 Act**" means the University College London (Transfer) Act 1905 by which the Charity was constituted as a separate institution;

1.1.2 "**Administrative Staff**" means employees of the School, whether full time or part time, who are not Teachers;

1.1.3 "**Admission Agreement**" means a legally binding agreement between the School on the one hand and the parents of a Pupil and any other person or persons who have accepted responsibility for payment of the School fees in respect of that Pupil on the other hand;

1.1.4 "**Bursar**" means the Bursar of the School and who also performs the function of Clerk to Council and is also the DoO;

1.1.5 "**Charity**" means the charitable corporation called University College School, Hampstead which was constituted as a body corporate by the University College (London) Act 1869 and is registered as a Charity No. 312748;

1.1.6 "**Charities Act**" means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;

1.1.7 "**Commission**" means The Charity Commission for England and Wales;

1.1.8 "**Co-opted Governors**" means the Governors co-opted as members of Council by Council;

1.1.9 "**Council**" means the Governing Body of the School;

1.1.10 "**DoO**" means the Director of Operations who is also the Bursar;

1.1.11 "**Employees**" means Teachers and Administrative Staff;

1.1.12 "**Governors**" means the members of Council;

1.1.13 "**Grievance and Disciplinary Procedures**" means the Grievance, Capability and Disciplinary Procedures referred to in clause 19.1, issued to all Employees, including all amendments thereto from time to time, and as approved and adopted by Resolution of Council;

1.1.14 "**Headteacher**" means the Headteacher of the School;

1.1.15 "**Junior Branch**" means the Junior Branch of the School at Holly Hill Hampstead London NW3 6QN;

1.1.16 "**Junior Branch Headteacher**" means the Headteacher of the Junior Branch;

- 1.1.17 "**Members**" means the members of the Charity appointed in accordance with clause 12 of these Statutes
 - 1.1.18 "**Nominated Governors**" means the Governors nominated by the Nominating Bodies;
 - 1.1.19 "**Nominating Bodies**" means each of the Nominating Bodies referred to in clause 3.2 given the power to nominate one member of Council as specified in clause 3;
 - 1.1.20 "**Nominations and Governance Committee**" means the Committee of Council specified in clause 4 vested with the power to consider and recommend membership of Council, and to review and make recommendations on the governance of the Charity;
 - 1.1.21 "**Objects**" means the charitable objects of the Charity as specified in clause 2;
 - 1.1.22 "**Pre-Prep**" The Pre-Prep of the School at 36 College Crescent, Hampstead, London NW3 5LF;
 - 1.1.23 "**Pupil**" means boy or girl receiving education at the School;
 - 1.1.24 "**Pupils' Discipline Policy**" means the disciplinary procedures applicable to Pupils referred to in clause 19.2;
 - 1.1.25 "**Reserved Clause**" means a clause relating to, or containing, a power specifically conferred by the Scheme, which is repeated in the Statutes for administrative convenience only and which is excluded from the Governors' powers to amend the Statutes;
 - 1.1.26 "**Scheme**" means unless the context otherwise admits, the Scheme dated 9 February 2005 as varied or effected by any subsequent legal Scheme, Order, Direction or otherwise by the proper operation of the law relating to or effecting charities;
 - 1.1.27 "**School**" means together the Senior School, the Junior Branch and the Pre-Prep of University College School, Hampstead;
 - 1.1.28 "**Senior School**" means the Senior School at Frognaal Hampstead London NW3 6XH;
 - 1.1.29 "**Statutes**" means these or amended or replacement administrative arrangements for the conduct of the Charity made under the authority of, and subject to, any conditions, restrictions or provisions imposed by the Scheme; and
 - 1.1.30 "**Teachers**" means employees of the School, whether full time or part time, engaged in teaching at the School.
- 1.2 Words denoting the singular shall include the plural and vice versa.
 - 1.3 Words denoting any gender shall include both genders.
 - 1.4 The table of contents and clause headings are included for reference only and shall not affect the interpretation of these Statutes.

2. **Objects and Ethos**

- 2.1 This clause 2.1 and clause 2.2 are reserved clauses.
- 2.2 The Charity is established to promote the education of boys or, at the Governors' discretion, of boys and girls, by the provision of a school or schools. In the selection of Pupils no religious test shall be adopted or imposed and no applicant for a school appointment shall be at any disadvantage on the ground of religious opinion.
- 2.3 There shall be no formal religious observance at the School, or any communal acts of worship.
- 2.4 The School exists for the education of children and was founded to promote principles of liberal scholarship.
- 2.5 Selecting Pupils with no regard to race or creed, the School tries to foster in them a sense of community alongside a tolerance of and a respect for the individual. To achieve this, the School seeks to offer a range of opportunities for personal and for group endeavour.
- 2.6 The Charity aims that the School should achieve academic excellence through the encouragement of intellectual curiosity, breadth of study and independence of mind.

3. **Council**

- 3.1 The Charity shall be administered and managed by a Council consisting of not less than twelve nor more than sixteen Governors.
- 3.2 There shall be three Nominated Governors who shall be nominated and appointed by the Nominating Bodies as follows:
 - 3.2.1 one by the Council of the London Borough of Camden;
 - 3.2.2 one by the University of London;
 - 3.2.3 one by University College, London.
- 3.3 There shall be no more than thirteen Co-opted Governors who shall be co-opted and appointed by a resolution of Council passed at a special meeting of which not less than twenty-one days' notice has been given.
- 3.4 All Governors shall hold office for a term of four years and shall be capable of reappointment.
- 3.5 A Governor shall be incapable of appointment or remaining as a Governor upon and after attaining the age of 70 unless his or her appointment or continuation in office is first approved by resolution of Council passed by a majority of not less than three-quarters of the Governors attending and voting at a meeting of which not less than twenty-one days' notice has been given of the matters to be discussed.
- 3.6 The Nominating Bodies shall nominate the Nominated Governors at a meeting convened and held according to the ordinary practice of the Nominating Body. The Chairman of the meeting shall cause the name of each person nominated to be notified forthwith to Council or the Bursar.

The person nominated may be but need not be a member of the Nominating Body.

- 3.7 Upon the occurrence of a vacancy, Council shall cause a note thereof to be entered in their minute book at their next meeting, and in the case of a vacancy in the office of a Nominated Governor, shall cause notice thereof to be given as soon as possible to the relevant appointing body.
- 3.8 Council may by a resolution passed at a meeting of which not less than twenty-one days' notice has been given, fill any vacancy or vacancies occurring in the office of a Nominated Governor by reason of the failure of the Nominating Body to make an appointment within three months of notice of such vacancy or vacancies being given to the relevant Nominating Body.
- 3.9 No Headteacher nor Teacher of the School nor any other Employee shall be a Governor.

4. Nominations and Governance Committee

- 4.1 Council may appoint a Nominations and Governance Committee consisting of three Governors to consider the suitability and eligibility of candidates for appointment as Governors and to review and make recommendations on issues relating to the governance of the Charity in accordance with terms of reference set by Council.
- 4.2 The Nominations and Governance Committee shall advise Council of any recommendations it has regarding the appointment of Governors. Council may, having regard to such advice, recommend persons for appointment as Nominated Governors, to the Nominating Bodies without prejudice to the absolute discretion exercisable by the appointing bodies in making their respective appointments.
- 4.3 The Nominations and Governance Committee may also recommend to Council for its consideration persons it believes suitable for co-option as Governors from time to time.
- 4.4 The Nominations and Governance Committee shall advise the Council of any recommendations it has regarding the governance of the Charity and Council may, having regard to such advice, consider and implement such recommendations as in its absolute discretion it determines.

5. Meetings and Proceedings of Council

- 5.1 Council shall meet at such times and places as they may from time to time determine but they shall meet at least thrice in each calendar year. Council may regulate their meetings as they think fit.
- 5.2 The Chairman or any five Governors may at any time summon a special meeting of Council. All such special meetings shall be convened by or under the direction of the person or persons summoning the meeting by at least seven clear days' notice in writing delivered or sent by post to each Governor specifying the object of the meeting.
- 5.3 No business shall be transacted at any meeting unless a quorum is present. Seven Governors shall constitute a quorum.

- 5.4 If a sufficient number of Governors to form a quorum are not present at any meeting or if the business at any meeting be not fully completed those present may adjourn the meeting to a subsequent day and time of which notice shall be given in manner aforesaid to each Governor.
- 5.5 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as Council may determine.
- 5.6 Council may act notwithstanding any vacancies in their number but if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies.
- 5.7 At the meetings of Council all matters and questions shall be determined by a majority of the Governors present and in case of equality of votes, the Chairman shall have a second or casting vote.
- 5.8 The Chairman, or in his absence some other Governor nominated by Council shall preside as Chairman of the meeting, but if neither the Chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Governors present shall elect one of their number to be Chairman of the meeting.
- 5.9 The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When the meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.10 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result, the show of hands a poll is duly demanded. A poll may be demanded:
- 5.10.1 by the Chairman; or
- 5.10.2 by at least five Governors.
- 5.11 Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.
- 5.12 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.13 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Governors) and fix a time and place for

declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 5.14 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.15 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.16 All acts done by a meeting of Council or of a Committee of Council shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor and had been entitled to vote.
- 5.17 A resolution in writing, signed by not less than two-thirds of the Governors entitled to receive notice of a meeting of Council or of a Committee of Council, shall be as valid and effective as if it had been passed at a meeting of Council or (as the case may be) a Committee of Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.
- 5.18 Any bank account into which any part of the assets of the Charity is deposited shall be operated by Council and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Governors or by such authorised signatories and subject to such conditions and restrictions as Council at a duly constituted meeting shall resolve.

6. Powers of Council

- 6.1 The business of the School shall be managed by Council who may exercise all the powers of the Charity. No alteration of these Statutes and no direction given by resolution shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that direction had not been given.
- 6.2 Council may delegate any of its functions to one or more sub-Committees consisting of two or more persons appointed by Council and which may, but need not necessarily, include one or more of the Governors as members of any such sub-Committee or sub-Committees. All proceedings of sub-Committees must be reported fully and promptly to Council or as Council may direct from time to time.
- 6.3 In addition to the powers expressly conferred on the Governors by the Scheme and without detracting from the generality of their powers under these Statutes, Council shall have the following powers; subject always to

such consents as may be required by law and such powers to be exercised in accordance with any restrictions imposed by the Charities Act:

- 6.3.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
- 6.3.2 to enter into contracts on behalf of the Charity;
- 6.3.3 to set aside funds for special purposes or as reserves against future expenditure;
- 6.3.4 to deposit or invest the funds of the Charity and any part thereof in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 6.3.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
- 6.3.6 to raise funds and to invite and receive contributions and donations; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 6.3.7 to acquire or hire property and to maintain and equip it for use subject to the property being needed to further the Objects of the Charity;
- 6.3.8 to alter, improve and to charge or otherwise dispose of property;
- 6.3.9 to sell, lease or otherwise dispose of all or any part of the Charity's property subject to the Governors complying with the restrictions on disposal imposed by sections 117 to 121 inclusive of the Charities Act, unless the sale, lease or disposal is excepted from these restrictions by section 117(3) of that Act;
- 6.3.10 to insure against public liability and, if appropriate, employers' liability; and to insure the buildings of the Charity to their full value against fire and all other usual risks (except to the extent that the buildings are insured against any of these risks by a tenant);
- 6.3.11 to delegate the performance of any act, including the exercise of any power or discretion, to a committee consisting of any two or more of the Governors subject to the Governors exercising reasonable supervision over the committee and the committee promptly reporting their acts and proceedings to the Governors;
- 6.3.12 to make grants or loans of money and to give guarantees;
- 6.3.13 to employ such staff who shall not be Governors as are necessary for the proper pursuit of the Objects of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to employees and their dependents;

- 6.3.14 to borrow money and where appropriate give security for loans;
- 6.3.15 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- 6.3.16 to appoint and constitute such advisory committees as Council may think fit;
- 6.3.17 to permit any investments comprised in the funds of the Charity to be held in the name of any clearing bank, any trust corporation or any stock broking company which is a member of the London Stock Exchange (or any subsidiary of such a stock broking company) as nominee for Council and to pay any such nominee reasonable and proper remuneration for acting as such;
- 6.3.18 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governors or of a financial expert acting under their instructions or in any other manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and to pay any reasonable fee required;
- 6.3.19 to support, administer or set up other charities;
- 6.3.20 to set aside funds for special purposes or as reserves against future expenditure;
- 6.3.21 to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is set down in writing for the financial expert by Council;
 - (b) every transaction is reported promptly to Council;
 - (c) the performance of the investments is reviewed regularly with Council;
 - (d) Council is entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and is notified promptly to Council on receipt;
 - (g) the financial expert must not do anything outside the powers of Council;
- 6.3.22 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

- 6.3.23 to establish subsidiary companies to assist or act as agents for the Charity;
 - 6.3.24 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 6.3.25 to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - 6.3.26 to appoint the Headteacher, the Junior Branch Headteacher, the Pre-Prep Headteacher and the Bursar;
 - 6.3.27 to do all such other lawful things as are necessary for the achievement of the Objects.
- 6.4 Subject to the Statutes for the time being in force Council shall have full power from time to time to make standing orders, by-laws and regulations for the conduct of their business and for the management and conduct of the School, and the Teachers, Administrative Staff and Pupils, and such standing orders, by-laws and regulations shall be binding on all persons affected thereby. Provided that such standing orders, by-laws and regulations shall not be inconsistent with, nor attempt to alter, or add to, the provision of these Statutes, the Scheme or the 1905 Act. And, subject to the provisions of the said Statutes, Council shall have power to determine finally all questions relating to the conduct, government and discipline of the School, or the Teachers, Administrative Staff and Pupils, or their respective rights, positions and privileges.

7. Disqualification and Removal of Governors

- 7.1 A Governor shall cease to be a member of Council if he:
 - 7.1.1 is disqualified from acting as a Governor by virtue of section 178 of the Charities Act;
 - 7.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 7.1.3 resigns his office by notice to the Charity;
 - 7.1.4 is absent from all Council meetings held during a calendar year and Council resolve that his office be vacated;
 - 7.1.5 is removed from office by a resolution of two-thirds of the other Governors present and voting at a special meeting that such removal is in the best interests of the Charity.

8. Governors' Benefits

- 8.1 The whole of clause 8 is a reserved clause.
- 8.2 The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Governors or their committees or sub-committees or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration other than authorised by these Statutes.

- 8.3 No Governor may:
- 8.3.1 buy any goods or services from the Charity, except that a Governor may pay the School fees for the provision of education by the Charity for a Pupil, provided that a majority of the Governors do not pay for such education and such provision is not on terms preferential to those applicable to the provision of education to other Pupils;
 - 8.3.2 sell goods, services, or any interest in land to the Charity;
 - 8.3.3 be employed by, or receive any remuneration from the Charity; or
 - 8.3.4 receive any other financial benefit from the Charity unless:
 - (a) the payment is permitted by clause 8.4 and the Governors follow the procedure and observe the conditions set out in clause 8.5;
 - (b) the Governors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes; or
 - (c) the benefit is permitted under clause 8.6.
- 8.4 The payments permitted to Governors pursuant to clause 8.3 are:
- 8.4.1 A Governor may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Governor.
 - 8.4.2 A Governor may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Governors.
 - 8.4.3 A company of which a Governor is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Governor holds no more than 1% of the issued capital of that company.
 - 8.4.4 A Governor may receive rent for premises let by the Governor to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- 8.5 The conditions specified in clause 8.3 are:
- 8.5.1 the Governors may only rely upon the authority provided by clause 8.3 if each of the following conditions is satisfied:
 - (a) the remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances;
 - (b) the Governor is absent from the part of any meeting at which there is discussion of:

- (i) his or her employment or remuneration, or any matter concerning the contract; or
 - (ii) his or her performance in the employment, or his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under clause 8.4; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by clause 8.4;
- (c) the Governor 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;
 - (d) the other Governors are satisfied that it is in the interests of the Charity to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest);
 - (e) the reason for their decision is recorded by the Governors in the minute book;
 - (f) a majority of the Governors then in office have received no such payments.

8.5.2 the employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a director; or
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.

8.6 In clauses 8.2 and 8.3:

8.6.1 "**Charity**" shall include any company in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or

- (c) has the right to appoint one or more Directors to the Board of the company.
- 8.6.2 "**Governor**" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his or her partner.
- 8.6.3 The Governors may provide indemnity insurance for themselves out of the funds of the Charity as and when required, provided that the policy will contain a provision which has the effect that the insurance shall not indemnify the Governors against:
 - (a) fines;
 - (b) the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of a trustee; and
 - (c) liabilities to the Charity which result from conduct which the Governor knew, or must be assumed to have known, was not in the interests of the Charity, or where the Governor did not care whether such conduct was in the interests of the Charity or not.
- 8.6.4 The Governors shall exercise the duty of care set out in clause 8.7 (below) whenever they exercise this power.
- 8.7 The duty of care referred to in clause 8.6.4 of this clause requires the Governors to exercise such care and skill as is reasonable in the circumstances, having regard in particular:
 - 8.7.1 to any special knowledge or experience that they have or hold themselves out as having; and
 - 8.7.2 if a person acts as a trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 8.8 A Governor must:
 - 8.8.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
 - 8.8.2 absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any conflict of loyalty or any personal financial interest).
- 8.9 Any Governor absenting himself or herself from any discussions in accordance with clause 8.8.2 must not vote or be counted as part of the quorum in any decision of Council on the matter.

9. Headteacher

- 9.1 There shall be a Headteacher of the School, who will have suitable qualifications. Every Headteacher shall be appointed by Council at some meeting to be called for that purpose, as soon as conveniently may be after the occurrence of a vacancy, or after notice of an intended vacancy. In order to obtain the best candidates Council shall, for a reasonable time before making any appointment, give public notice of the vacancy and invite applications for the office by advertisements in newspapers, or by such other methods as they may judge best calculated to secure the object.
- 9.2 Subject to due compliance with the Headteacher's terms and conditions of employment and the Grievance and Disciplinary Procedures, Council may determine the appointment of the Headteacher at the end of the school term current at or next following the expiration of three calendar months' written notice given to him in pursuance of a resolution passed at a meeting held and convened for that purpose, such resolution being affirmed by not less than two-thirds of the Governors present at the meeting, but subject always to the Headteacher's right of appeal as laid down in the Grievance and Disciplinary Procedures.
- 9.3 Subject to due compliance with the Headteacher's terms and conditions of employment and the Grievance and Disciplinary Procedures, for urgent cause Council may by resolution passed at a meeting convened for that purpose, and affirmed by not less than two-thirds of those present of the Governors for the time being, declare that the Headteacher ought to be dismissed from his office, and in that case they shall appoint another meeting to be held no less than a week after the former one, and may then by a similar resolution, affirmed by as large a proportion of Governors, absolutely and finally dismiss him, subject always to the Headteacher's right of appeal as laid down in the Grievance and Disciplinary Procedures. If the Governors assembled at the first of such meetings think fit at once to suspend the Headteacher from his office until the next meeting, they may do so by resolution affirmed by as large a proportion as aforesaid of the Governors. Full notice and opportunity of defence at both meetings shall be given to the Headteacher.
- 9.4 The Headteacher shall give his personal attention to his duties, and during his tenure of office he shall not accept or hold any benefice, office, or appointment without the consent by resolution of Council.
- 9.5 Council shall from time to time consult the Headteacher on all education matters in such a manner as to give him opportunity for the expression of his views. The Headteacher may also from time to time make such communications to Council personally or in writing as he may think fit.
- 9.6 Subject to any directions of Council the Headteacher shall determine the choice of books, the method of teaching, the arrangement of classes and School hours, and generally the whole internal organisation, management, and discipline of the School. Subject to due compliance with the Pupils' Disciplinary Policy referred to in clause 19.2, the Headteacher shall have the power of suspending or expelling any Pupil for any cause judged by him to be adequate. Provided that, upon suspending or expelling any Pupil, he shall forthwith make a full verbal report in the instance of suspension and a full report in writing in the instance of expulsion to the Chairman, provided also that the power of expulsion shall not be exercised until the expiration of forty-eight hours from the time when the offence justifying the

expulsion came to the cognisance of the Headteacher. In all instances the Headteacher shall make a full report in writing to Council at its next meeting.

- 9.7 Subject to due compliance with the Grievance and Disciplinary Procedures, the Headteacher shall be empowered for any cause judged by him to be adequate to suspend from attendance any Teacher. Provided that the Headteacher shall forthwith notify to the Chairman of Council the exercise by him of the aforesaid power.
- 9.8 The Headteacher shall make a report in writing to Council annually (or more frequently if Council shall direct) at such time as Council shall direct on the general condition and progress of the School and on any special occurrences during the year. He may also mention the names of any Pupils who, in his judgment, are worthy of reward or distinction.

10. **Bursar**

The Bursar shall be appointed by Council for such term, at such remuneration and upon such conditions as they may think fit; and any Bursar so appointed may be removed by Council subject to due compliance with the Bursar's terms and conditions of employment and the Grievance and Disciplinary Procedures.

11. **Chairman**

- 11.1 The election or re-election of Chairman of Council shall be normally at the Spring Council Meeting in the relevant year and shall be for a term of three years.
- 11.2 The Bursar shall give all Governors not less than twenty-eight days written notice of the date of the Spring Council Meeting at which the Chairman is to be elected or re-elected. The Bursar shall invite any Governor who wishes to be considered for election as Chairman of Council to notify the Bursar in writing of such candidature not less than fourteen days before the date of the Meeting. Notification of such candidature must be accompanied by the signatures of two members of Council as proposer and seconder. The Bursar shall notify all Governors in writing seven days before the Meeting the names of all candidates for Chairman.
- 11.3 Any five Governors may submit up to five days before the relevant Spring Council Meeting a request to the Bursar in writing that the election be by secret ballot. The Bursar shall immediately send to all Governors a ballot form containing the name of the Chairman, if he wishes to continue in office, and the names of each candidate together with the names of their proposer and seconder. The Bursar shall request all Governors to return the ballot forms to the Bursar no later than three days before the relevant Spring Council Meeting indicating one choice of candidate for election as Chairman. The Bursar shall count the votes and report the result in writing to the current Chairman before the meeting and to all Governors at the meeting.
- 11.4 Only Governors and the Bursar shall be present at that part of any Meeting dealing with the election or re-election of the Chairman of Council. If the current Chairman of Council is a candidate for re-election the Bursar shall take the chair solely for the purpose of dealing with the formality of the election or re-election of the Chairman. Voting shall be by show of hands and the election shall be made by simple majority vote of those Governors

present at the Meeting, unless a secret ballot has been conducted in which case the Chairman or Bursar as appropriate shall announce the result.

- 11.5 In the event of the death or resignation of the Chairman other than within 3 months prior to the relevant Spring Council Meeting, or in the event that the Chairman does not wish to be considered for re-election or fails to be re-elected or there is to be a contested election then there shall be an election held at a Council Meeting convened by the Bursar to be held not less than twenty-eight days and not more than forty-two days after the relevant meeting or after the death or resignation of the Chairman.
- 11.6 If there be only one candidate then that candidate shall be deemed elected until the next election date as provided in clause 11.2 above. If there shall be more than one candidate then an election shall be held by a simple majority vote of those Governors present at the Meeting unless a secret ballot has been requested and the procedure set out in clause 11.3 above is followed.
- 11.7 An incumbent Chairman shall be eligible for re-election without limitation on the number of occasions he may be re-elected.
- 11.8 If an equal number of votes is cast for each candidate for Chairman in a contested election then a second vote shall forthwith be held and if the election still remains unresolved that candidate who has received the highest number of votes and has been a Governor for the longest continuous period shall be elected Chairman, and if more than one, then the eldest of them.

12. General Meetings of Members

- 12.1 Subject to the provisions of the Scheme, the Members of the Charity shall comprise:
 - 12.1.1 any person who shall have actually contributed for the purposes of the Charity a sum of not less than one term's fees or, in the case of any persons who were Pupils of the School, a sum of not less than £300, or such other amounts respectively as Council may from time to time determine;
 - 12.1.2 ex-officio all Governors.
- 12.2 There shall be an Annual General Meeting of the Members of the Charity at such time and place as Council shall from time to time direct.
- 12.3 A Special General Meeting shall be held if and whenever Council shall so think fit, or a requisition to that effect shall be made in writing by any number not less than twenty-five Members of the Charity addressed to Council and stating the object of the proposed Meeting.
- 12.4 Seven clear days' notice at the least, specifying the place, the day and the hour of every General Meeting, and in the case of a Special General Meeting the purpose for which it is to be held, shall be given by advertisement or in such other manner as may be prescribed by Council.
- 12.5 No business shall be transacted at any General Meeting unless five Members of the Charity are personally present at the commencement of business. If within half an hour from the time appointed for the Meeting the required number of Members of the Charity be not present the Meeting, if

convened upon the requisition of Members of the Charity, shall be dissolved; in any other case it may be adjourned by the Chairman to such subsequent time and place as he shall appoint and if within half an hour from the time appointed for such adjourned Meeting the required number of Members of the Charity be not present, those Members of the Charity who are present may proceed to the business for which the Meeting was called and shall be competent to transact such business.

12.6 The Chairman of Council or (in his absence) one of the other Governors to be chosen by the Members of the Charity present shall preside as Chairman at every General Meeting.

12.7 The General Meetings of the Members of the Charity shall have the following duties and powers (that is to say):

12.7.1 to receive from Council and to consider a report on the condition and affairs of the Charity and of the School and a statement of the accounts of the Charity;

12.7.2 by resolution to present to Council the opinion of the Members of the Charity in Annual Meeting assembled upon any matter relative to the Charity and the School.

13. **Admission Agreement**

All parents and any others who accept responsibility for payment of the School fees in respect of a Pupil shall enter into the Admission Agreement at the time a place for entry to the School is offered to the Pupil agreeing that they and the Pupil will be bound by the School Rules and Terms and Conditions contained in the Admission Agreement.

14. **Contracts**

All contractual arrangements for and on behalf of the School shall be entered into in the name "University College School, Hampstead".

15. **Minutes**

15.1 Council shall keep minutes in books kept for the purposes:

15.1.1 of all Governors and their date of appointment;

15.1.2 of all appointments of officers made by Council;

15.1.3 of the composition of all sub-committees; and

15.1.4 of all proceedings at meetings of Council and of Committees of Council including the names of the Governors present at each such meeting.

16. **The Seal**

The Seal shall only be used by the authority of Council or of a Committee of Council authorised by Council. Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined, it shall be signed by the Chairman or by any two Governors or by any one Governor and the Bursar.

17. Accounts

Accounts shall be prepared in accordance with the provisions and requirements of the Charities Act.

18. Annual Report

Council shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and its transmission to the Commission.

19. Grievance and Disciplinary Procedures

19.1 The Grievance and Disciplinary Procedures applicable to all Employees are set out in a document approved and adopted by Council which shall be updated from time to time. A copy shall be handed to all Employees at the commencement of their employment by the School and they shall each be notified promptly in writing of any changes from time to time.

19.2 The Pupils' Discipline Policy applicable to Pupils is set out in a separate document approved and adopted by Council which shall be updated from time to time. A copy of the Pupils' Discipline Policy shall be sent to all parents at the time their child joins the School and they shall be notified promptly in writing any changes from time to time.

20. General

20.1 Neither the Headteacher nor any other Employees shall receive or solicit from any Pupil, or from any person whomsoever on behalf of the Pupil, any gratuity, fee, or payment, except such as are prescribed or authorised by Council for the time being.

20.2 No religious test shall be adopted or imposed, and no applicant for a School appointment shall be at any disadvantage on the ground of religious opinions.

20.3 Council shall submit the School to such regular professional inspections as is required by law or is required by any collective body or organisation to which the School belongs.

21. Amendments

21.1 These Statutes may be altered, added to or revoked in any manner whatsoever by a resolution of Council passed by a majority of not less than three-quarters of the Governors attending and voting at a meeting of which not less than twenty-one days' notice has been given of the matters to be discussed.

Provided that no alteration, addition or revocation shall be made that: -

21.1.1 would be inconsistent with, attempt to alter, or add to, the subsisting provisions of the 1905 Act or the Scheme;

21.1.2 affects this clause (amendments) without the prior consent in writing of the Commission;

21.1.3 affects, or would be inconsistent with, attempt to alter, or add to any reserved clause without the prior legal authority or other required consent or approval of the Commission;

21.1.4 would be inconsistent with the Charity's status as a charity at law.

22. Notices

- 22.1 Any notice to be given to or by any person pursuant to these Statutes shall be in writing except that a notice calling a meeting of Council need not be in writing.
- 22.2 The Charity may give any notice to a Governor either personally or by sending it by post in a pre-paid envelope addressed to the Governor at his last known address or by leaving it at that address. A Governor whose last known address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such Governor shall be entitled to receive any notice from the Charity.
- 22.3 A Governor present in person at any meeting of the Charity shall be deemed to have received notice of the meeting, and where necessary, of the purposes for which it was called.
- 22.4 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 22.5 A technical defect in the giving of notice of which Council is unaware at the time shall not invalidate decisions taken at a meeting.