



**UNIVERSITY COLLEGE SCHOOL,  
HAMPSTEAD**

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**STATUTES**

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Adopted by Order of the Charity Commissioners  
9<sup>th</sup> February 2005

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# **UNIVERSITY COLLEGE SCHOOL, HAMPSTEAD**

## **STATUTES**

### **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:

"Administrative Staff"	Employees of the School, whether full time or part time, who are not Teachers
"Admission Agreement"	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.
"Bursar"	the Bursar of the School and who also performs the function of Clerk to Council
"Charity"	University College School, Hampstead registered as a Charity No. 312748.
"Co-opted Members"	the Members of Council co-opted as Members of Council by Council.
"Corporation"	the unincorporated body referred to in clause 13 and being one of the Nominating Bodies.
"Corporation Members"	the members of Corporation in accordance with the provisions of clause 13.
"Council"	the Governing Body of the School.
"Employees"	Teachers and Administrative Staff.
"Governors"	the Members of Council.
"Grievance and Disciplinary Procedures"	the Grievance, Capability and Disciplinary Procedures referred to in clause 21.1, issued to all Employees, including all amendments thereto from time to time, and as approved and adopted by Resolution of Council.
"Headmaster"	the Headmaster of the School.
"Junior Branch"	the Junior Branch of the School at Holly Hill Hampstead London NW3 6QN.

"Junior Branch Headmaster"	the Headmaster of the Junior Branch.
"Nominated Members"	the Members of Council nominated by the Nominating Bodies.
"Nominating Bodies"	each of the Nominating Bodies referred to in clause 4.2 given the power to nominate one or more member of Council as specified in clause 4.
"Nominations Committee"	the Committee of Council specified in clause 5 vested with the power to consider and approve membership of Council.
"Objects"	the objects of the Charity as specified in clause 3.
"Pupil"	boy receiving education at the School.
"Pupils' Discipline Policy"	the disciplinary procedures applicable to Pupils referred to in clause 21.2
"School"	both the Senior School and the Junior Branch of University College School, Hampstead.
"Senior School"	the Senior School at Frognaal Hampstead London NW3 6XH.
"Teachers"	employees of the School, whether full time or part time, engaged in teaching at the School.
"University College School, Hampstead"	the School constituted as a body corporate by the University College (London) Act 1869.

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. History**

The School originally came into existence by virtue of the University College (London) Act 1869.

### **3. Objects and Ethos**

- 3.1 The School exists for the education of children and was founded to promote principles of liberal scholarship.
- 3.2 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.
- 3.3 There shall be no formal religious observance at the School, nor any communal acts of worship.

### **4. Council**

- 4.1 Council shall consist of not less than fifteen nor more than twenty members.
- 4.2 There shall be fifteen Nominated Members who shall be nominated and appointed by the Nominating Bodies as follows:-

Eight by Corporation  
Two by the Council of the London Borough of Camden  
One by the University of Oxford  
One by the University of Cambridge  
One by the University of London  
One by University College, London  
One by the Worshipful Company of Grocers of the City of London

- 4.3 There shall be no more than five Co-opted Members 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.
- 4.4 The appointment of each of the Nominated Members and Co-opted Members shall be subject to the prior approval of the Nominations Committee.
- 4.5 All Governors shall hold office for a term of four years and shall be capable of reappointment.
- 4.6 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.

- 4.7 The Nominating Bodies shall nominate the Nominated Members 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.
- 4.8 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 Member, shall cause notice thereof to be given as soon as possible to the relevant appointing body.
- 4.9 Subject to the prior approval of the Nominations Committee, 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 Member 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.
- 4.10 No Headmaster nor Teacher of the School nor any other Employee shall be a Governor.

## **5. Nominations Committee**

- 5.1 The Nominations Committee shall consist of three Governors who shall consider and recommend to Council and the Nominating Bodies those persons they consider appropriate for consideration by Council and the Nominating Bodies for appointment as Governors from time to time.
- 5.2 The Nominations Committee shall also consider and recommend to Council those persons they consider appropriate for consideration by Council for co-option as Governors from time to time.

## **6. Meetings and Proceedings of Council**

- 6.1 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.
- 6.2 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.

- 6.3 No business shall be transacted at any meeting unless a quorum is present. Seven Governors shall constitute a quorum.
- 6.4 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.
- 6.5 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.
- 6.6 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.
- 6.7 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.
- 6.8 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.
- 6.9 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.

- 6.10 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:
- 6.10.1 by the Chairman; or
  - 6.10.2 by at least five Governors.
- 6.11 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.
- 6.12 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.
- 6.13 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members of Council) 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.
- 6.14 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 30 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.
- 6.15 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.
- 6.16 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.

- 6.17 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.
- 6.18 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.

## **7. Powers of Council**

- 7.1 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.
- 7.2 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.
- 7.3 In addition to all powers hereby expressly conferred upon Council and without detracting from the generality of their powers under these Statutes, Council shall have the following powers:
- 7.3.1 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;
- 7.3.2 to enter into contracts on behalf of the Charity;

- 7.3.3 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);
- 7.3.4 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;
- 7.3.5 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;
- 7.3.6 to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;
- 7.3.7 to alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 7.3.8 subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property comprised in the assets of the Charity;
- 7.3.9 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;
- 7.3.10 to borrow with or without security to meet the cost of improvements to the School premises and the expenses incurred in the administration of the School. Before undertaking any such borrowing Council shall obtain all reasonable and proper advice as to the necessity for any proposed borrowing, the terms of the loan and the ability of the School to repay it;
- 7.3.11 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;
- 7.3.12 to appoint and constitute such advisory committees as Council may think fit;
- 7.3.13 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;
- 7.3.14 to delegate to any one or more of the Governors the transaction of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Charity and which is within the professional or business competence of such Governor or Governors: Provided that Council shall exercise reasonable supervision over any Governor or Governors acting on behalf of Council under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to Council;
- 7.3.15 to support, administer or set up other charities.
- 7.3.16 to set aside funds for special purposes or as reserves against future expenditure.
- 7.3.17 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 is 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
- 7.3.18 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 7.3.19 to appoint the Headmaster, the Junior Branch Headmaster and the Bursar.
- 7.3.20 to appoint an auditor for the charity and to fix his remuneration.
- 7.3.21 to elect one of the Governors to be Honorary Treasurer.
- 7.3.22 to do all such other lawful things as are necessary for the achievement of

the Objects.

- 7.4 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. 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.

## **8. Disqualification and Removal of Governors**

- 8.1 A Governor shall cease to be a member of Council if he:
- 8.1.1 is disqualified from acting as a Governor by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - 8.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - 8.1.3 resigns his office by notice to the Charity;
  - 8.1.4 is absent from all Council meetings held during a calendar year and Council resolve that his office be vacated.

## **9. Governor's Expenses**

The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Council or Committees of Council or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

## **10. Headmaster**

- 10.1 There shall be a Headmaster of the School, who shall be a graduate of some University. Every Headmaster 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.

- 10.2 Subject to due compliance with the Headmaster's terms and conditions of employment and the Grievance and Disciplinary Procedures, Council may determine the appointment of the Headmaster 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 Headmaster's right of appeal as laid down in the Grievance and Disciplinary Procedures.
- 10.3 Subject to due compliance with the Headmaster'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 Headmaster 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 Headmaster's right of appeal as laid down in the Grievance and Disciplinary Procedures. And if the Governors assembled at the first of such meetings think fit at once to suspend the Headmaster 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 Headmaster.
- 10.4 The Headmaster 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.
- 10.5 Council shall from time to time consult the Headmaster on all education matters in such a manner as to give him opportunity for the expression of his views. The Headmaster may also from time to time make such communications to Council personally or in writing as he may think fit.
- 10.6 Subject to any directions of Council the Headmaster 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

21.2, the Headmaster 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 Headmaster. In all instances the Headmaster shall make a full report in writing to Council at its next meeting.

10.7 Subject to due compliance with the Grievance and Disciplinary Procedures, the Headmaster shall be empowered for any cause judged by him to be adequate to suspend from attendance any Teacher. Provided that the Headmaster shall forthwith notify to the Chairman of Council the exercise by him of the aforesaid power.

10.8 The Headmaster 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.

## **11. 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.

## **12. Chairman**

12.1 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.

12.2 The Bursar shall give all Governors not less than 28 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 ask the current Chairman of Council to indicate to him whether or not he wishes to be considered for re-election. If the Chairman indicates that he does not wish to be considered the Bursar shall invite any other Governors who wish to be considered for election as Chairman of Council to notify the Bursar in writing of such candidature not less than 14 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 7 days before the Meeting the names of all candidates for Chairman.

- 12.3 Any 5 Governors may submit up to 5 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 3 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.
- 12.4 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.
- 12.5 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 28 days and not more than 42 days after the relevant meeting or after the death or resignation of the Chairman. If there be only one candidate then that candidate shall be deemed elected until the next election date as provided in clause 12.1 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 12.3 above is followed.
- 12.6 No person may be elected Chairman who has not been a Governor for a minimum period of twelve months preceding the date of election. An incumbent Chairman shall be eligible for re-election without limitation on the number of occasions he may be re-elected.

- 12.7 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.

### **13. Corporation**

- 13.1 Corporation is an unincorporated body whose members shall comprise all those who were members of Corporation on 1 April 1981 under the statutes regulating the constitution and management of the Charity then in force and any persons who thereafter shall have actually contributed for the purposes of the Charity a sum of not less than £1,000 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.
- 13.2 There shall be an Annual General Meeting of the Corporation Members at such time and place as Council shall from time to time direct.
- 13.3 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 25 of Corporation Members addressed to Council and stating the object of the proposed Meeting.
- 13.4 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.
- 13.5 No business shall be transacted at any General Meeting except the nomination by Corporation of its Nominated Members subject to the terms and provisions of clause 4 unless ten Corporation Members are personally present at the commencement of business. If within half an hour from the time appointed for the Meeting the required number of Corporation Members be not present the Meeting, if convened upon the requisition of Corporation Members, 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 Corporation Members be not present, those Corporation Members who are present may proceed to the business for which the Meeting was called and shall be competent to transact such business.

- 13.6 The Chairman of Council or (in his absence) one of the other Governors to be chosen by the Corporation Members present shall preside as Chairman at every General Meeting.
- 13.7 The General Meetings of the Corporation Members shall have the following duties and powers (that is to say):-
- 13.7.1 to receive from Council and to consider a report on the condition and affairs of Corporation and of the School and a statement of the accounts of the Charity.
  - 13.7.2 to nominate its Nominated Members pursuant to the provisions of clause 4.
  - 13.7.3 by resolution to present to Council the opinion of the Corporation Members in Annual Meeting assembled upon any matter relative to the Corporation and the School

**14. 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.

**15. Contracts**

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

**16. Minutes**

- 16.1 Council shall keep minutes in books kept for the purposes:
- 16.1.1 of all Governors and their date of appointment;
  - 16.1.2 of all appointments of officers made by Council;
  - 16.1.3 of the composition of all sub-committees; and
  - 16.1.4 of all proceedings at meetings of Council and of Committees of Council including the names of the Governors present at each such meeting.

**17. 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.

**18. Accounts**

Accounts shall be prepared in accordance with the provisions and requirements of the Charities Act 1993.

**19. Annual Report**

Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

**20. Indemnity**

Every Governor or other officer of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

**21. Grievance and Disciplinary Procedures**

21.1 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 any changes from time to time.

21.2 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 son joins the School and they shall be notified promptly in writing any changes from time to time.

## **22. General**

- 22.1 Neither the Headmaster 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.
- 22.2 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.
- 22.3 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.

## **23. Amendments**

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.

## **24. Dissolution**

If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:-

- 24.1 by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects
- 24.2 directly for the Objects or charitable purposes within or similar to the Objects
- 24.3 in such other manner consistent with charitable status as the Charity Commission approve in writing in advance

## **25. Notices**

- 25.1 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.
- 25.2 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

- 25.3 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.
- 25.4 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.
- 25.5 A technical defect in the giving of notice of which Council is unaware at the time shall not invalidate decisions taken at a meeting.