

Company No. 51090
Registered Charity No. 309998

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

TRINITY LABAN CONSERVATOIRE OF MUSIC AND DANCE

(Adopted pursuant to a Special Resolution dated 18 March 1999
as further amended by a Special Resolution dated 23 March 2005
and a further Special Resolution dated 18 March 2008)

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1. The name of the Company is "TRINITY LABAN CONSERVATOIRE OF MUSIC AND DANCE".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are to advance the art and science of music, dance and associated art forms generally for the public benefit and to improve the professional and technical education of music, dance and other students.
4. The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - (1) to cultivate a closer union and sympathy, and to provide facilities for intellectual and social intercourse, between students of the arts and sciences of music and dance, and those attached to the pursuit of the sister arts and sciences, to promote the consideration and discussion of all questions affecting the education or welfare of students, and to provide for the delivery of lectures on arts and other subjects, and the holding of public meetings, conversations, performances, exhibitions, classes, conferences, and other assemblies, and to develop the interests of such students through recordings, broadcasts and developing technologies; whereby the public is sought to be intellectually or morally benefited;
 - (2) to ascertain by means of public examinations, competitions, or other legitimate tests or modes of inquiry the persons who have acquired proficiency in music, in literature, speech, dance, drama, science or art, or in any branch thereof, and to grant such persons diplomas or certificates of proficiency, and other

awards or distinctions proportioned to their respective attainments, including the award of academic degrees and doctorates through association with universities and also to confer honorary distinctions upon persons who have rendered important services to music, literature, speech, dance, drama, science or art, or any branch thereof;

- (3) to promote the recognition and encouragement of exceptional merit and learning by the institution and presentation of scholarships, exhibitions, or other prizes or benefactions to deserving persons;
- (4) to establish, acquire, control, manage, and carry on colleges, halls, academies, schools, theatres, studios and other buildings or places for the professional, technical and general education of students in any branch of study;
- (5) to establish, subsidise, promote, co-operate with, receive into union, become a member of or affiliated to, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to, provide buildings and premises, books and conveniences for, and otherwise assist any associations (corporate or unincorporate) whose objects are wholly of a charitable nature and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Company under or by virtue of Clause 5 hereof;
- (6) to form, take part in, endow, lend monetary aid to, or otherwise assist any charitable association carrying on, or about to carry on, any operations or undertaking which may seem calculated indirectly or directly to advance these present objects or any of them;
- (7) to enter into any arrangement with, and obtain any rights, concessions and privileges from any Governments or authorities, supreme, municipal, local or otherwise, and any ecclesiastical or religious bodies or foundations that will further these present objects or any of them;
- (8) generally to purchase, take on lease or in exchange, hire, or otherwise acquire any real and personal property and rights which may be deemed necessary or convenient for any of these objects, and in particular any messuages and buildings, furniture, books, musical instruments, apparatus, easements, patents, licences and copyrights;
- (9) to sell, improve, manage, develop, lease, mortgage, and otherwise deal with all or any of the property and rights which may be acquired or held under these present objects or any of

them, and to borrow or raise money on such terms and on such security as may be thought fit;

- (10) to invest the monies of the Company not immediately required for its purpose 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;
- (11) to apply for and obtain legislative, municipal or other acts or authorisations for the purpose of enabling the Company to carry any of its objects into effect or of effecting any modifications of the Company's constitution;
- (12)
 - (i) to undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of, or for, any persons, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate;
 - (ii) to undertake and execute any charitable trust the undertaking whereof may seem desirable;
 - (iii) for the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property and to undertake and carry on any business undertaking or transaction;
 - (iv) for the purposes aforesaid to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents or other rights, powers or orders from the British Government or its agencies, and Parliament or from any other government or state, or any local or other authority in any part of the world and to exercise, carry on and work any powers, rights or privileges so obtained and to constitute or incorporate the company as an anonymous or other society in a foreign country or state;
 - (v) in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require;
- (13) to procure the registration or incorporation of the Company in or under the laws of any place outside England, and to procure any

Act of Parliament, provisional order, enactment, decree or other legislative or executive act of any government, state, colony, province, dominion, sovereign or authority supreme, municipal, local or otherwise;

- (14) to hire and employ all classes of person considered necessary for the purposes of the Company, and to pay such persons and all other persons in return for services rendered to the Company reasonable salaries, wages and charges;
- (15) to grant reasonable and necessary pension and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or Schemes for the provision of such pensions and retirement benefits for employees or former employees of the Company, their widows, children and other dependants;
- (16) to do all or any of the above things in any part of the world, and either alone or in conjunction with others, and either as principals or agents;
- (17) to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Board (as hereinafter defined);
 - (ii) transactions are to be reported promptly to the Board;
 - (iii) the performance of the investments is reviewed regularly with the Board;
 - (iv) the Board is entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board;
 - (vii) the financial expert must not do anything outside the powers of the Board.
- (18) to arrange for investments or other property of the Company to be held in the name of a nominee company or custodian acting under the control of the Board or of a financial expert acting under their instructions and to pay any reasonable fee required.
- (19) to do all such other lawful things as will further the attainment of the above objects or any of them.

Provided that

- (i) in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Management or Governing Body of the Company 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 Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board (other than a Representative Member or the Principal) shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (other than an Elected Governor except where such Governor has provided professional or business services to the company over and above their normal Trustee duties) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company (or of its Board) at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England or 3% whichever is the greater;

- (c) of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board);
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company;
 - (e) to any member of its Board of out-of-pocket expenses; and
 - (f) to any person or firm connected to an Elected Governor provided that the Company is satisfied that it would be in its best interests for the services to be provided by that connected person or firm to or on behalf of the Company for the amount or maximum amount of remuneration set out in the agreement.
6. No addition, alteration or amendment shall be made to the provisions of the Memorandum or Articles of Association for the time being in force nor shall any change be made to the name of the Company unless the same shall have been previously submitted to and approved by the Privy Council.

LIMITATION OF MEMBERS' LIABILITY

7. The liability of the members is limited.

GUARANTEE CLAUSE

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound-up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

DISSOLUTION

9. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such similar charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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PRELIMINARY

1. The marginal notes hereto shall not affect the construction hereof, and in these presents unless there be something in the subject or context inconsistent therewith:

"the Act"	means The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"Trinity Laban Conservatoire of Music and Dance "	means the above named Company;
"Member"	means a member of the Company;
"Month"	means calendar month;
"in writing"	means written or printed, or partly written and partly printed;
"Board"	means the Board of Governors of Trinity Laban Conservatoire of Music and Dance ;
"the Office"	means the registered office for the time being of Trinity Laban Conservatoire of Music and Dance ;
"the holders of senior posts"	means the Principal of Trinity Laban Conservatoire of Music and Dance , the Secretary of Trinity Laban Conservatoire of Music and Dance, the senior officers of any constituent school or college of Trinity Laban Conservatoire of Music and

Dance , and the holders of such other senior posts as the Board may determine and "holder of a senior post" shall be construed accordingly;

"the Staff"	includes both teaching and other staff of Trinity Laban Conservatoire of Music and Dance ;
"the Students' Union"	means the recognised association of the generality of students formed to further the educational purposes of Trinity Laban Conservatoire of Music and Dance and the interests of students as students;
"Nominations Committee"	means the Committee referred to in Article 42(C) below;
"Academic Board"	means the Board referred to in Article 45 below;
"Governors"	means the directors of Trinity Laban Conservatoire of Music and Dance and members of the Board for the purposes of the Act (and "Governor" has a corresponding meaning) ;
"Representative Governors"	means those Governors appointed under Articles 21A, 21B and 21C;
"Elected Governors"	means those Governors other than the Representative Governors and the Principal;
"Charities Act"	means the Charities Act 1993 including any Statutory modification or re-enactment thereof for the time being in force.
"Laban"	means Laban Limited a charitable company limited by guarantee (company number 02379542 and registered charity number 801973).

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

References therein to any provision in the Act shall be a reference to such provision as modified or re-enacted by any statute for the time being in force.

RESTRICTIONS OF OBJECTS

2. (A) Trinity Laban Conservatoire of Music and Dance is established for the purposes expressed in the Memorandum of Association.
- (B) Trinity Laban Conservatoire of Music and Dance shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and, subject thereto, in accordance with these Articles.

MEMBERSHIP

3. (A) The Members of Trinity Laban Conservatoire of Music and Dance shall consist of :

any Representative Governor in or taking office on or after 1 August 2005; and
 - (ii) any Elected Governor in or taking office on or after 1 August 2005; and
 - (iii) any other persons as the Board shall resolve to admit to membership of Trinity Laban Conservatoire of Music and Dance who shall consent in writing to become a Member.
- (B) Any person wishing to become a Member shall apply in writing in such form as the Governors may from time to time specify.
- (C) A Member (provided that he is not the sole Member) may at any time, by giving at least 7 Clear Days' notice in writing to Trinity Laban Conservatoire of Music and Dance, resign membership and on the expiry of such notice shall cease to be a Member.
- (D) Membership is personal to the individual Member, shall not be transferable, and shall cease on death.
- (E) Membership terminates automatically if a Member ceases to be an Elected Governor.
- (F) Members may at any time by ordinary resolution at a general meeting duly convened in accordance with the Articles remove a Governor.
- (G) The Board may at any time, by giving at least 14 Clear Day's notice in writing, request any Member whom the Board considers to have acted in a way which is detrimental to the interests of Trinity Laban Conservatoire of Music and Dance to resign membership, and the Member shall be treated as having resigned on the expiry of such notice PROVIDED THAT no such notice shall be given except pursuant

to a resolution of the Board passed at a meeting specially convened to consider the case and at which the Member concerned has been given adequate opportunity to attend and be heard.

- (H) The total number of Members shall not exceed 50 at any time.
- (I) Honorary appointments made by the Board shall not confer membership of Trinity Laban Conservatoire of Music and Dance for the purposes of the Act.
- (J) Any person who at the time of admission as a Member or at any time previously, or at any time after admission shall have become bankrupt or compound with his creditors, or becomes of unsound mind or have been found guilty of immoral or criminal conduct shall ipso facto cease to be a Member.
- (K) Public bodies for such purpose from time to time designated by resolution of the Governors in General Meeting shall have the right of nominating one person to the membership of Trinity Laban Conservatoire of Music and Dance.
- (L) The provisions of section 352 of the Act shall be observed by the College and every Member shall either sign a written consent to become a Member or sign the register of members on becoming a Member.

HONORARY OFFICERS

- 4. Trinity Laban Conservatoire of Music and Dance may from time to time appoint Honorary Officers including Presidents and Vice-Presidents as Honorary Officers

GENERAL MEETINGS

- 5. A General Meeting of Trinity Laban Conservatoire of Music and Dance shall be held once in every calendar year at such time and place as may be prescribed by the Board.
- 6. The above-mentioned General Meetings shall be called Annual General Meetings and all other meetings of Trinity Laban Conservatoire of Music and Dance shall be called Extraordinary Meetings.
- 7. The Board may whenever they think fit and they shall upon a requisition made in accordance with Section 368 of the Act convene an Extraordinary Meeting of Trinity Laban Conservatoire of Music and Dance.
- 8. Any such requisition shall specify the object of the meeting required, and shall be signed by the Members making the same and be deposited at the office. It may consist of several documents in like form, each signed by one or more of

the requisitionists. The Meeting shall be convened for the purposes specified in the requisitions and for these purposes only.

9. In case the Board for 14 days after such deposit fails to convene an Extraordinary Meeting to be held within 21 days after such deposit the requisitionists or any other like proportion of the Members may themselves convene a meeting to be held within six weeks after such deposit.

NOTICES OF GENERAL MEETINGS

10. An Annual General Meeting and an Extraordinary Meeting called for the purpose of passing a special resolution shall be called by 21 days' notice in writing at the least and any other Extraordinary Meeting called other than for the purpose of passing a special resolution shall be called by 14 days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by Trinity Laban Conservatoire of Music and Dance in general meeting, to such persons as are under these Articles entitled to receive such notices from Trinity Laban Conservatoire of Music and Dance Provided that a meeting of Trinity Laban Conservatoire of Music and Dance shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
 - (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of an Extraordinary Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at the meeting of all the Members.
11. The accidental omission to give any such notice to any of the Members or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceedings held at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. The business of every Annual General Meeting shall be to receive and consider the Income and Expenditure Account and the Balance Sheet, the Reports of the Board and of the Auditors, to elect the Honorary Officers and Elected Governors in the place of those retiring by rotation and to receive a Report by the Principal. All other business transacted at an Annual General Meeting, and all business transacted at an Extraordinary Meeting, shall be deemed special.

13. Five Members personally present shall be the quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.
14. The Chairman of the Board or in his absence the Vice Chairman of the Board shall be entitled to take the chair at every General Meeting, or if there be no such officers or if neither shall be present within a reasonable time after the time appointed for holding a meeting, the Members present shall choose another Governor, or if none shall be present, another Member, as chairman of the meeting.
15. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, notice of which adjournment shall be sent to every Member and if at such adjourned meeting a quorum is not present those Members who are present shall be a quorum, and may transact the business for which the meeting was called.
16. Every question submitted to a meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by the majority of Members present. If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman 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. In case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote. 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.
17. At any General Meeting a declaration by the Chairman that a Resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of Trinity Laban Conservatoire of Music and Dance 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. The demand for a poll may be withdrawn.
18. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

VOTES OF MEMBERS

19. Every Member shall have one vote, and voting by proxy is allowed.

CONSTITUTION OF THE BOARD

20. The Board shall consist of not less than 15 and not more than 24 Governors appointed in accordance with the following articles. In addition, the Principal shall ex officio be a Governor unless he chooses not to be.
21. Of the Governors appointed to the Board:
- (A) two shall be teachers at Trinity Laban Conservatoire of Music and Dance, each of whom shall be elected in alternate years by the Teaching Staff, to serve for a period of two years;
 - (B) two shall be similarly elected from the Administrative, Professional and Technical Staff to serve for a like period; and
 - (C) two shall be students of Trinity Laban Conservatoire of Music and Dance elected annually by the Students.

The Governors mentioned in Paragraphs (A) to (C) above shall collectively be known as the Representative Governors. Other Governors (except the Principal) are herein referred to as Elected Governors.

22. References to bodies appointing teachers, administrative staff or students shall be construed as references to such bodies as the Principal shall from time to time determine as representative of the relevant constituency, by whatever name called.
23. (A) The Elected Governors shall at all times include at least one person who, in the opinion of the Nominations Committee, is experienced in the provision of Education.
- (B) The Elected Governors shall at all times constitute a majority of the total number of Governors.
24. Save as provided above no person who is a student or teacher at or otherwise employed by Trinity Laban Conservatoire of Music and Dance shall be eligible to appointment as a Governor.
25. The continuing Governors may act notwithstanding any vacancy in their body, provided always that in case the Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act on the Board for the purpose of admitting persons to membership of Trinity Laban Conservatoire of Music and Dance, filling up vacancies in their body, or of summoning an Extraordinary Meeting, but not for any other purpose.
26. The Elected Governors may at any time co-opt any person duly qualified to be appointed as a Governor to fill a vacancy in their number or as an additional Governor but a co-opted Governor holds office only until the next AGM.

27. The office of Governor shall ipso facto be vacated:
- (a) if he, as an Elected Governor subsequent to his election on the Board, accepts or holds any employment or office of profit with Trinity Laban Conservatoire of Music and Dance;
 - (b) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (c) if he become of unsound mind;
 - (d) if he absents himself except on Trinity Laban Conservatoire of Music and Dance business from the meetings of the Board during a period of 12 calendar months without special leave of absence from the Board;
 - (e) if by notice in writing to Trinity Laban Conservatoire of Music and Dance he resigns his office;
 - (f) if he ceases to hold office by reason of any provision of or order made under the Act or is disqualified from acting as a Trustee by Section 72 of the Charities Act;
 - (g) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
 - (h) if in the case of a Representative Governor he ceases to be employed by or a student at Trinity Laban Conservatoire of Music and Dance;
 - (i) if in the case of a Representative Governor he ceases to be nominated by the body in question;
 - (j) if he ceases to be a Member
28. (A) No Governor shall be disqualified by his office from contracting with Trinity Laban Conservatoire of Music and Dance either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of Trinity Laban Conservatoire of Music and Dance in which any Governor shall be in any way interested be avoided, nor shall any such Governor so contracting or being so interested be liable to account to Trinity Laban Conservatoire of Music and Dance for any profit realised by any such contract or arrangement by reason only of such Governor holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Board at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the Board after the acquisition of his interest, and that no Governor shall as such vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does vote his vote shall not be counted, nor shall any such Governor be present at nor take any part in

such part of any meeting at which any such contract or arrangement is discussed or decided upon, but this prohibition shall not apply to any contract by or on behalf of Trinity Laban Conservatoire of Music and Dance to give to the Governors, or any of the Governors, any security by way of indemnity.

- (B) No person may be appointed as a Governor:
 - (i) unless he has attained the age of 18 years; or
 - (ii) in circumstances such that, had he already been a trustee, he would have been disqualified under the provisions of Article 26.

ROTATION OF GOVERNORS

- 29. (A) At the Annual General Meeting during each of the three years immediately following the adoption of these Articles, four from among the Elected Governors holding office as Governors of Trinity College of Music or Laban immediately preceding the adoption of these Articles shall retire being those who so agree or have been longest in office. Length of time in office shall be computed from the last election or appointment where a Governor has previously vacated office and an Elected Governor retiring in accordance with the provisions of this Article shall be deemed to have come to the end of his first term of office as an Elected Governor. If the Elected Governors cannot agree upon the order in which they shall retire the matter shall be determined by lot.
 - (B) Every Elected Governor first appointed at a General Meeting held after the adoption of these Articles shall, at the Annual General Meeting held in the fourth year after his appointment, retire from office.
 - (C) Any Elected Governor retiring from office under this Article may, if otherwise eligible for appointment as an Elected Governor, offer himself for re-election for a further term expiring at the end of the Annual General Meeting in the fourth year after his re-election.
 - (D) No Elected Governor who has retired by rotation and been re-appointed for a further term of four years shall be eligible for further re-election save in exceptional circumstances and on the unanimous recommendation of the Nominations Committee.
30. Trinity Laban Conservatoire of Music and Dance, at any Annual General Meeting at which any Elected Governors retire in manner aforesaid, shall fill up the vacated offices by electing a like number of persons to be Governors and may fill up any other vacancies at such General Meeting or at an Extraordinary Meeting to be called for that purpose. The method of electing an Elected Governor shall be as follows:

- (a) He must be proposed at a General Meeting of Trinity Laban Conservatoire of Music and Dance by one Member and seconded by two other Members, and the name of the proposed Governor, together with the names of his proposer and seconders, must be communicated in writing to the Secretary at least 14 days before the date of the meeting at which the election is to take place, and must appear on the Agenda papers accompanying the notices convening the meeting. Provided that such nomination shall not apply to retiring Governors.
- (b) A candidate for election to Governor must obtain a three-fourths majority of those Members who are present.

Trinity Laban Conservatoire of Music and Dance shall, in exercising its powers under this Article, have due regard to any recommendations of the Nominations Committee, and the Board.

PROCEEDINGS OF THE BOARD

- 31. The Governors shall elect a Chairman and Vice Chairman of their meetings and determine the period for which they are to hold office. If at any meeting the Chairman or in his absence the Vice Chairman is not present at the time appointed for holding the same, the Governors present shall choose someone of their number to be Chairman of such meeting.
- 32. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they may think fit. Until otherwise determined by Trinity Laban Conservatoire of Music and Dance a quorum of the Board must consist of a majority of Elected Governors and be not less than eight. Any five Governors (including at least three Elected Governors) may at any time and the Secretary upon the request of any five Governors (including at least three Elected Governors) shall convene a meeting of the Board. At such meeting no business other than that for which this meeting is specially convened and save as otherwise provided in these Articles shall be considered. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. A Governor who is not in the United Kingdom will not be entitled to notice of a meeting of the Board.
- 33. A meeting of the Governors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations for the time being of Trinity Laban Conservatoire of Music and Dance vested in or exercisable by the Board.
- 34. At any meeting of the Board or of a Committee of the Board all Representative Governors shall withdraw their presence during consideration of any business affecting individual members of Staff or the Student Body. The Principal shall withdraw his presence from that part of any meeting which concerns his own position.

35. All acts done at any meeting of the Board or of a Committee of the Board or by any person acting as a Governor or as a member of a Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Governors or members of a Committee or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor or a member of the Committee.
36. At least seven days' written notice of a Board Meeting shall be given to the Governors provided that a meeting of the Board shall notwithstanding that it is called by shorter notice be deemed to have been duly called if so agreed by 75% of the Governors entitled to attend such meeting. A Governor may not appoint a proxy to attend or vote in his place.
37. A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

MINUTES

38. The Board shall cause proper Minutes to be made of the proceedings of all meetings of Trinity Laban Conservatoire of Music and Dance, and all business transacted at such meetings and any such Minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the fact therein stated.
39. Copies of the agenda for any meeting, the minutes of any meeting which have been approved or signed by the chairman thereof and any reports or papers considered at any meeting shall, except to the extent that they relate to matters which the Chairman shall certify as being confidential, be made available for inspection on the request of any student or staff member of Trinity Laban Conservatoire of Music and Dance.

BORROWING POWERS

40. Without prejudice to their general powers the Board may exercise all powers of Trinity Laban Conservatoire of Music and Dance to borrow money and to mortgage or charge its undertaking and property or any part thereof or to issue debentures and other securities whether outright or as security for any debt liability or obligation of Trinity Laban Conservatoire of Music and Dance.

DUTIES AND POWERS OF THE BOARD

41. (A) The management of the Company and the work of the Trinity Laban Conservatoire of Music and Dance shall be carried on by the Board who shall be the directors of the Company for the purposes of the Act.
- (B) Without prejudice to the generality of the foregoing the Board shall be responsible for:

- (1) the determination of the educational character and mission of Trinity Laban Conservatoire of Music and Dance and for oversight of its activities;
 - (2) the effective and efficient use of resources, the solvency of Trinity Laban Conservatoire of Music and Dance and for safeguarding its assets;
 - (3) approving annual estimates of income and expenditure;
 - (4) the appointment, grading, suspension, appraisal, assignment, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
 - (5) setting a framework for the pay and conditions of service of all other staff.
- (C) The Board in addition to the powers and authorities by these presents expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by Trinity Laban Conservatoire of Music and Dance, and are not hereby or by Statute directed or required to be exercised or done by Trinity Laban Conservatoire of Music and Dance in General Meeting, but subject nevertheless to the provisions of the Statutes and of these Articles, and to any rules from time to time made by Trinity Laban Conservatoire of Music and Dance in General Meeting, provided that no such rules shall invalidate any prior act of the Board which would have been valid if such rules had not been made.

POWER TO APPOINT COMMITTEES AND TO DELEGATE

42. (A) Subject to the following provisions of this Article, the Board may establish committees consisting of such members of their body or other persons as they think fit for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board or to the Principal, In particular, the Board shall establish such committees as may be required to comply with guidance issued from time to time by the Higher Education Funding Council for England or any successor body.
- (B) The Board shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of such committee or committees shall be drawn from Elected Governors only.
- (C) The Board shall establish a Nominations Committee to seek out and recommend appointments to the Board and recipients of honorary awards of Trinity Laban Conservatoire of Music and Dance. The

Nominations Committee shall, unless otherwise determined by the Board, include the Chairman of the Board, three other Elected Governors, the Principal and one other of the holders of senior posts.

(D) The Board shall not, however, delegate the following:

The determination of the educational character and mission of Trinity Laban Conservatoire of Music and Dance;
The approval of the annual estimates of income and expenditure;
Ensuring the solvency of Trinity Laban Conservatoire of Music and Dance and the safeguarding of its assets;
The appointment or dismissal of the Principal; or
The varying or revoking of these Articles.

(E) Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board and shall report all acts and proceedings carried out pursuant to this power to the Board as soon as is practicable.

BYE-LAWS

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

THE PRINCIPAL

44. (A) Subject to the responsibilities of the Board, the Principal shall be the chief executive of Trinity Laban Conservatoire of Music and Dance and shall be responsible (inter alia) for:

(a) making proposals to the Board about the educational character and mission of Trinity Laban Conservatoire of Music and Dance, and for implementing the decisions of the Board;

(b) the organisation, direction and management of Trinity Laban Conservatoire of Music and Dance and leadership of the staff. In particular he shall ensure that the senior officer of each constituent school or college of Trinity Laban Conservatoire of Music and Dance be given and carry out such duties and responsibilities in relation to the relevant school or college as may be agreed between himself and such senior officer, or as may be directed by the Board.

- (c) the appointment, assignment, grading, appraisal, suspension, dismissal and determination - within the framework set by the Board - of the pay and conditions of service of staff other than the holders of senior posts;
 - (d) the determination, after consultation with the Academic Board, of Trinity Laban Conservatoire of Music and Dance's academic activities, and for the determination of its other activities;
 - (e) preparing annual estimates of income and expenditure, for consideration by the Board, and for the management of budget and resources, within the estimates approved by the Board; and
 - (f) the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.
- (B) In carrying out his above responsibilities, the Principal shall consult with such members of the senior management of Trinity Laban Conservatoire of Music and Dance as he or the Board shall from time to time determine.

ACADEMIC BOARD

45. (A) There shall be an Academic Board of no more than 30 members, comprising the Principal (who shall be Chairman) and such other members of staff and students and such other persons as may from time to time be approved by the Board. The Principal may nominate a deputy Chairman from among the members of the Academic Board to take the chair in his place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board.
- (B) Unless otherwise determined by the Board, the Academic Board shall be so constituted that the Principal, and the heads (by whatever name called) of the constituent schools or colleges of Trinity Laban Conservatoire of Music and Dance shall, together with such other members of senior management as the Principal may from time to time recommend, together constitute a majority of the membership of the Academic Board.
- (C) Subject to the provisions of these Articles, to the overall responsibility of the Board, and to the responsibilities of the Principal, the Academic Board shall be responsible for:
- (a) general issues relating to the research, scholarship, teaching and courses at Trinity Laban Conservatoire of Music and Dance, including criteria for the admission of students; the appointment and removal of internal and external examiners;

policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;

- (b) considering the development of the academic activities of Trinity Laban Conservatoire of Music and Dance and the resources needed to support them and for advising the Principal and the Board thereon; and
 - (c) advising on such other matters as the Board or the Principal may refer to the Academic Board.
- (D) The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Principal and the Board. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board, provided that each committee shall always have such of the senior management as members so as to constitute a majority.

THE SECRETARY

46. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit, and any Secretary so appointed may be removed by the Board. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

PROVISIONS RELATING TO STAFF

47. (A) Each member of staff shall serve under a contract of employment with the Company.
- (B) Upon the occurrence of a vacancy or expected vacancy for the post of Principal, the post shall be advertised and otherwise filled in such manner as shall be directed by the Board.
- (C) Vacancies in the other senior posts shall be filled in such manner as the Board may from time to time determine. Vacancies in all other posts shall be filled in such manner as may be determined by the Principal.

- (D) After consultation with the staff, the Board shall make or approve rules relating to the conduct of the staff, and in so doing shall have regard to the need to ensure the academic staff of Trinity Laban Conservatoire of Music and Dance have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at Trinity Laban Conservatoire of Music and Dance.
- (E) The Chairman of the Board or, in the absence of the Chairman, the Vice-Chairman, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chairman or Vice-Chairman, shall report such suspension in writing to the Board within two working days or as soon thereafter as practicable.
- (F) The Principal may suspend from duty, with pay, any member of the staff of Trinity Laban Conservatoire of Music and Dance other than the holder of a senior post, for misconduct or other good and urgent cause.
- (G) Anyone who is suspended from duty under Paragraph (E) or (F) shall be entitled to receive from the Principal, or in the case of the holders of senior posts from the Chairman or Vice-Chairman of the Board, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- (H) Procedures for the suspension of staff under Paragraph (E) or (F) shall be specified in rules made by the Board after consultation with the staff. The rules shall include provision that:
 - (a) any person who has been under suspension for three weeks or more may appeal in writing to the Board against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under Paragraph (I) or of a notification from the Principal under Paragraph (P);
 - (b) any appeal made under (a) shall be considered as soon as practicable;
 - (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.
- (I) If the Chairman of the Board, or in his absence the Vice-Chairman, or a majority of the members of the Board consider that it may be appropriate for the Board to dismiss the holder of a senior post, the Chairman, Vice-Chairman or Board as appropriate shall refer the matter to a Special Committee of the Board, which shall be convened as soon as practicable to examine the case for dismissal and to make a report to the Board.

- (J) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.
- (K) The Special Committee shall prepare a written report for consideration by the Board, a copy of which shall be sent to the person to whom it relates. The report shall set out facts relating to the case and any considerations which the Committee considers should be taken into account in the Board's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board.
- (L) The Board shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board, including oral representations for which purpose he or she may be accompanied and represented by a friend.
- (M) The Special Committee shall consist of three Elected Governors. The Chairman of the Board, the Vice-Chairman and the Principal shall not be eligible for membership of the Special Committee.
- (N) The Board shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Paragraphs (I) to (M).
- (O) The Principal may dismiss any member of the staff of Trinity Laban Conservatoire of Music and Dance other than the holder of a senior post and if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff that dismissal may take immediate effect without any need for prior notice.
- (P) Where the Principal proposes to dismiss such a member of staff and the circumstances described in Paragraph (O) do not prevail he shall notify the member of staff concerned of that proposal. The staff member shall be given an opportunity to make representations to the Principal (including oral representations, for which purpose he may be accompanied by a friend) before any decision to dismiss by the Principal is taken.
- (Q) Where a staff member has been dismissed pursuant to Paragraph (O) or a decision to dismiss has been taken pursuant to Paragraph (P) that staff member may appeal against the dismissal or decision, as the case may be, to the Chairman or Vice-Chairman of the Board, or to any elected Governor nominated by either of them to hear such appeal. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.

- (R) Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissals shall be specified in rules made by the Board after consultation with the staff. The rules should include the right of representation.
- (S) After consultation with the staff the Board shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

STUDENTS

- 48. (A) The Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board and shall present certified audited accounts annually to the Board. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless approved by the Board.
- (B) The Board, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- (C) In exercise of its responsibilities under Article 44(C)(a), the Academic Board, after consultation with the Board and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.
- (D) If after all formal procedures have been exhausted a student remains dissatisfied with the outcome of a formal complaint they may appeal to the Board for a separately constituted complaints panel to be set up such panel to be chaired by an independent member of the Board to be convened to hear the appeal in accordance with the procedures laid down in the Student Regulations Handbook.

THE SEAL

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

DELEGATION

- 50. The Board may at any time and from time to time by power of Attorney under the Seal appoint any person or persons to be the Attorney or Attorneys of Trinity Laban Conservatoire of Music and Dance for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and not including any matters

referred to in Article 41(D)), and for such period and subject to such conditions as the Board may from time to time think fit.

ACCOUNTS

51. The Board shall cause accounting records to be kept in accordance with section 221 of the Act.
52. The Board shall determine the tuition and other fees payable to Trinity Laban Conservatoire of Music and Dance (subject to any terms and conditions, attached to grants, loans or other payment paid or made by the Higher Education Funding Council for England or any successor or other relevant body).
53. The accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Members of the Board.
54. At the Annual General Meeting in every year the Board shall lay before Trinity Laban Conservatoire of Music and Dance a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.
55. Annual Estimates of income and expenditure shall be prepared by the Principal for the consideration and approval of the Board.

AUDIT

56. Once at least in every year the accounts of Trinity Laban Conservatoire of Music and Dance shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
57. Auditors shall be appointed and their duties regulated in accordance with the Act, the Governors being treated as the Directors mentioned in the Act.

NOTICES

58. A notice may be served by Trinity Laban Conservatoire of Music and Dance upon any Member either personally or by sending it through the first class

post in a prepaid letter, envelope or wrapper addressed to such Member at his registered place of address.

59. Each Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company an address in the United Kingdom which shall be deemed his registered place of address within the meaning of the last preceding clause.
60. As regards those Members who have no registered place of address in the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.
61. Any notice required to be given by Trinity Laban Conservatoire of Music and Dance to the Members or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in two London daily newspapers.
62. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office.
63. Where a given number of days' notice or notices extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other.

SIGNATURES FOR TRINITY LABAN CONSERVATOIRE OF MUSIC AND DANCE AND BANK ACCOUNTS

64. (A) The signature to any notice to be given by the Company may be written or printed.
- (B) All cheques, promissory notes and drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to Trinity Laban Conservatoire of Music and Dance shall be signed, drawn, accepted and endorsed and otherwise executed as the case may be in such manner as the Board shall from time to time determine.
- (C) Any Bank Account in which any part of the assets of Trinity Laban Conservatoire of Music and Dance are deposited shall be operated by the Governors and shall indicate the name of Trinity Laban Conservatoire of Music and Dance.

ANNUAL REPORT

65. The Board shall comply with its obligations under the Charities Act with regard to the preparation of an Annual Report and its transmission to the Charity Commissioners.

INDEMNITY AND RESPONSIBILITY

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

MISCELLANEOUS

67. Clause 9 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were set out and repeated in full herein.
68. A copy of these Articles, and any rules or bye-laws made hereunder, shall be given to every Member of the Board and shall be available for inspection upon request to every member of staff and every student.