



*At the Court at Buckingham Palace*

THE 14th DAY OF JUNE 2000

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

WHEREAS there was this day read at the Board a Report of the Committee of the Lords of Her Majesty's Most Honourable Privy Council dated the 7th day of June 2000 in the words following, viz:—

“YOUR MAJESTY having been pleased, by Your Order of the 19th day of April 2000, to refer to this Committee the humble Petition of Haileybury and Imperial Service College, praying for the grant of a Supplemental Charter:

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's Order of Reference, having taken the Petition into consideration do this day agree humbly to report, as their opinion to Your Majesty, that the Supplemental Charter may be granted by Your Majesty in terms of the annexed Draft.”

HER MAJESTY, having taken into consideration the Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable Jack Straw, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the Draft which is annexed.

*A. K. Galloway*

# ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

## TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by Royal Charter dated 30th August 1864 Her late Majesty Queen Victoria constituted as a body corporate the Life Governors of Haileybury College (hereinafter called "the Corporation") for the purpose of carrying on and maintaining Haileybury College with perpetual succession and a common seal and with power to do all other things incidental or appertaining to a body corporate:

AND WHEREAS by Supplemental Charter dated 20th July 1929 His late Majesty King George V continued the Corporation in existence and revoked the said Charter of 1864 except insofar as it established the Corporation as a body corporate:

AND WHEREAS by Supplemental Charter dated 12th January 1943 of His late Majesty King George VI (hereinafter called "the 1943 Supplemental Charter") Haileybury College was acknowledged under the name of Haileybury and Imperial Service College (hereinafter called "the College") and the Corporation was continued in existence under the name of "the Governors of Haileybury and Imperial Service College", the said Charter of 1929 was revoked except insofar as it preserved the incorporation effect of the said Charter of 1864, and the Corporation was to take over the land buildings and other assets of the Junior School of Imperial Service College (which college had been amalgamated with Haileybury College) and hold the same as trustee of the Imperial Service Endowment to be applied for the purposes of a junior or preparatory school in connection with the College or otherwise for the purposes of the College:

AND WHEREAS by their Humble Petition under the Common Seal of the said Governors of Haileybury and Imperial Service College presented unto Us in Our Council have represented that it is desirable that the Corporation and the College should be permitted to adopt an informal working name by which they are commonly known whilst retaining their formal legal title, and certain variations or abrogations of the provisions of the 1943 Supplemental Charter should be made, and that the grant by Us of a Supplemental Charter effecting the said adoption of a working name and alterations and containing such provisions as hereinafter set forth would greatly conduce to the promotion of the objects for which the Corporation was established and still exists, and have most humbly prayed for the grant thereof accordingly:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal consideration have been pleased, by virtue of Our Prerogative Royal and of all other powers enabling Us and notwithstanding anything in the 1943 Supplemental Charter contained do of Our especial grace, certain knowledge and mere motion, to grant and declare, and do by these presents for Us Our Heirs and Successors grant and declare as follows:

1. The Corporation shall for the purpose of carrying on the College do so under the formal legal title of "Haileybury and Imperial Service College" but may adopt the name of "Haileybury" as an informal working name by which the College is

commonly known, and shall continue and forever hereafter be one body politic and corporate by the formal legal title of "The Governors of Haileybury and Imperial Service College" and informally by the name of "The Governors of Haileybury", and shall by such formal legal title continue to have perpetual succession and a common seal with power to break alter and make anew the said seal from time to time at their will and pleasure. And shall by the same name of "The Governors of Haileybury and Imperial Service College" sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.

2. The provisions of the 1943 Supplemental Charter are hereby repealed except insofar as they preserve the incorporation effect of the said Charter of 1864, and provided that nothing in this repeal shall affect the validity or legality of any act deed or thing done or executed in pursuance of the provisions of the 1943 Supplemental Charter.

3. The objects of the Corporation shall be to carry on and maintain the College provided that the Governors may pursue these objects by carrying on one or more colleges or schools on one or more sites for pupils under the age of 19 years, and by making grants in support of one or more colleges or schools provided that any such college or school shall in their opinion be connected or associated with the College.

4. (1) The Corporation shall continue and be able and capable in law to take purchase and hold to it and its successors any goods chattels or personal property whatsoever, and shall also be able and capable in law to acquire purchase take and hold not only all such lands buildings hereditaments and possessions as now are or may be from time to time exclusively used and occupied for the immediate purpose of the College (including any lands buildings hereditaments and possessions of or formerly of or appertaining to the said Junior School) but also any other lands buildings hereditaments and possessions whatsoever situate in England or elsewhere; and the Corporation shall (subject to any such consents as may by law be required) be able and capable in law to grant demise alien exchange mortgage or otherwise deal with or dispose of all or any of the property real or personal belonging to the College and also to do all other matters incidental or appertaining to a body corporate.

(2) The buildings already adapted and erected for the purposes of the College and any buildings now in course of erection with all future additions thereto or alterations of the same shall be applied for the purposes of the College, with liberty for the Council of the Corporation (as hereinafter defined) with the consent of a General Meeting of the Governors of the College from time to time to remove the College or any part thereof to any other site, and in addition if thought expedient with such consent as aforesaid to change the formal legal title or informal name of the College.

5. The Bishop for the time being of the Diocese within which the College shall for the time being be locally situated shall by virtue of his office be a Governor of the College and President of the Corporation.

6. (1) The persons who are presently Life Governors of the College as constituted at the date of the Grant of this Our Charter shall henceforth cease to be Life Governors but shall continue in office as Governors thereof pursuant and subject to the provisions hereof and of the Bye-laws scheduled hereto.

(2) Every person eligible to be elected a Governor in manner prescribed by the said Bye-laws shall if so elected immediately become and be a member of the Corporation.

7. The Archbishop of Canterbury for the time being shall by virtue of his office be Visitor of the College with authority to do all those things which pertain to Visitors as often as to him shall seem appropriate.

8. The duties and doctrines of Christianity as the same are received understood and taught by the Church of England, and also education in the various branches of literature (including the ancient and modern languages) art mathematics and science shall be taught in the College, under the direction and management of a graduate of one of the Universities of the United Kingdom or Commonwealth (who shall be designated "The Master of Haileybury and Imperial Service College" and known either as such or as "the Master of Haileybury", and shall be elected by the Council of the Corporation and shall, on removal by the Council of the Corporation have a right to appeal to the Visitor of the College against such removal) and of such assistants as shall be appointed as provided by the said Bye-laws.

9. (1) The affairs and property of the Corporation shall be under the conduct management and control of the Council of the Corporation (hereinafter called "the Council") which shall act in such manner as it may consider appropriate, and may make such arrangements in relation to the administration of the Corporation as it considers advisable, and in connection with such administration shall have and may exercise all the powers and discretions hereby or by law conferred upon it provided that no such power or discretion shall be exercised except in furtherance of the charitable objects of the Corporation.

(2) In the management and administration of any property of the Corporation the Council may if it shall consider it advisable and subject to such restrictions as may be imposed by law or such consents as may be required by law, effect or concur in effecting any transaction whatsoever not otherwise authorised which a person absolutely and beneficially entitled would have had power to effect or to concur in effecting, and its powers shall not be restricted by any principle of construction but shall operate according to the widest interpretation of which these words are capable notwithstanding that certain powers are more particularly set out in the said Bye-laws.

(3) If the Corporation shall be appointed as trustee of any real or personal property of any description acquired by or donated to the Corporation in such capacity or receive any such property subject to any trusts or conditions the Council shall undertake execute and perform the trusts or conditions affecting such property in accordance with the provisions of this Our Charter and the said Bye-laws.

(4) (a) The Council may make any kind of investment which it could make if it was absolutely entitled to the assets of the Corporation. In exercising the power of investment conferred by this paragraph 9(4) the Council must have regard to the standard investment criteria defined below.

(b) The Council must from time to time review the investments of the Corporation and consider whether having regard to the standard investment criteria they should be varied.

(c) The standard investment criteria referred to above are:

(i) The suitability to the Corporation of investments of the same kind as any particular investment proposed to be made or retained and of that particular investment as an investment of that kind.

(ii) The need for diversification of investments of the Corporation insofar as it is appropriate to the circumstances of the Corporation.

(d) Before exercising the power of investment conferred by this scheme the Council must obtain and consider proper advice about the way in which, having regard to the standard investment criteria, the power should be exercised.

(e) When reviewing the investments of the Corporation the Council must obtain and consider advice about whether, having regard to the standard investment criteria, the investments should be varied.

(f) Notwithstanding paragraphs (d) and (e) above the Council need not obtain such advice if it reasonably concludes that in all the circumstances it is unnecessary or inappropriate to do so.

(g) For the purposes of this paragraph 9(4) "proper advice" is the advice of a person who is reasonably believed by the Council to be qualified to give it by his ability in and practical experience of financial and other matters relating to the proposed investment.

(5) In the management and administration of the affairs and property of the Corporation (including the execution and performance of any trusts of which the Corporation shall have been appointed as trustee) the Council may appoint committees of two or more members of the Council, and may delegate to them the supervision and management of all matters concerning the finances and buildings lands and property and investments of the College or of trust funds of which the Corporation shall have been appointed as trustee, or for any other business which the Council may think fit to delegate to them including (for the avoidance of doubt) the execution of any deed bond contract or other engagement or instrument in writing in accordance with the provisions set out in Bye-law 29

scheduled to this Charter, and without prejudice to the generality of the foregoing such power of delegation shall in respect of any trusts of which the Corporation shall have been appointed as trustee be exercisable in respect of any of the discretions or powers specified under Bye-law 29.6.

(6) In the management of any investments belonging to the Corporation the Council may appoint as the investment manager for the Corporation a person whom it is satisfied after proper enquiry is a proper and competent person to act in that capacity and who is either:

(a) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or

(b) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s.45(1)(f) of that Act;

and may delegate to an investment manager so appointed power at the discretion of such investment manager to buy and sell investments for the Corporation on behalf of the Council in accordance with the provisions set out in Bye-law 34.

(7) In respect of any property belonging to or otherwise subject to the trusts of the Corporation or of other trusts of which it shall have been appointed trustee the Council may vest the same in any body corporate which is incorporated in England or Wales (or which has established a branch or place of business in England and Wales) or any other person or persons being, if individuals, at least two in number (whether or not including one or more of the members of the Council) as nominee or nominees for the Corporation or the Council and to pay any reasonable and proper remuneration in connection with this arrangement as may be proper.

(8) It shall be lawful for the Council in all cases unprovided for by this Our Charter or by the said Bye-laws to act in such manner as shall appear to it best calculated to promote the welfare of the College.

10. (1) The Council shall at all times hereafter consist of not less than ten nor more than twenty-five members elected pursuant to the provisions of the said Bye-laws. Provided always that it shall be lawful for a majority of the Governors of the College at their annual general meeting to be held as hereinafter provided from time to time to increase or diminish (within such limits as aforesaid) the number of elected members of the Council.

(2) The elected members of the Council of the Corporation as constituted at the date of the grant of this Our Charter shall continue in office and shall be deemed to be the Council duly constituted under this Our Charter until the holding of the next annual general meeting of Governors to be held following the date of the grant of this Our Charter.

(3) Of the elected members of the Council not less than four shall be clerks in Holy Orders of whom three shall be clergy of the Church of England and the remainder shall be of any denomination.

11. There shall be held in each year a meeting of the Governors of the College to be called "the Annual General Meeting" on some day and at some place to be fixed by the Council for the purpose, and the Council shall lay before every such meeting the annual reports and the accounts of the Corporation and at such meeting the Governors present shall have full power to take into consideration and decide on the subject matter of any report presented to such meeting by the Council.

12. The income and property of the Corporation from wherever derived shall be applied solely in or towards the promotion of the objects of the Corporation as set out in this Our Charter, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Corporation, and no members of the Corporation shall be appointed to any salaried office of the Corporation or any office of the Corporation paid by fees provided that the foregoing shall not prevent the following:

(1) the payment in good faith of reasonable and proper remuneration to any officer or employee of the Corporation in return for services actually rendered to the Corporation including the payment of a retirement pension or other such allowance;

(2) the payment of interest and repayment of principal to any member of the Corporation in respect of any money which may at any time be lent by such member or any debt which may at any time be owing or assumed by the Corporation to such member;

(3) the provision for making payments under indemnity insurance to cover the liability of the members of the Corporation which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Corporation, provided that any such insurance shall not extend to any claims arising from any act or omission which the member or members of the Corporation knew to be a breach of trust or breach of duty or which was committed by such member or members of the Corporation in reckless disregard of whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against such member or members of the Corporation in their capacity as such;

(4) the reimbursement of reasonable out-of-pocket expenses actually incurred by any member of the Corporation in administering the Corporation;

(5) in exceptional cases any other payments to any member of the Corporation whether acting in that capacity or as a member of the Council but only with the prior written approval of the Charity Commissioners of England and Wales;

(6) whenever a member of the Council has a personal interest in a matter to be discussed at a meeting of the Council or any committee of the Council by virtue of this article the member concerned must:

- (a) declare an interest before discussion on the matter begins;
- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum during that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter.

13. The Bye-laws set out in the Schedule hereto shall as from the time when this

Our Charter shall take effect become and be the Bye-laws of the Corporation and the affairs of the Corporation shall be managed and regulated in accordance with such Bye-laws or with such other Bye-laws as may for the time being be in force under or by virtue of the provisions of Article 14 hereof.

14. (1) The Governors may revoke amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of the Governors present in person at the Annual General Meeting or at an Extraordinary General Meeting or duly convened for that purpose, and any such revocation amendment or addition shall when approved by Us Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered amended or added to in the above manner. Provided that no such revocation amendment or addition shall be made which shall cause the Corporation to cease to be a charity in law.

(2) Any of the Bye-laws may from time to time be altered added to or repealed and any new Bye-laws may be made by the Corporation at the Annual General Meeting or at an Extraordinary General Meeting convened for that purpose with the concurrence of a majority of the Governors present in person at the meeting. Provided always, and We do hereby order and direct, that no Bye-laws made as aforesaid and no alteration of or addition to or repeal of any of the Bye-laws of the Corporation shall have any force or effect if the same shall be repugnant to the provisions of this Our Charter, or to the Laws of the Realm nor until the same shall have been approved by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

15. It shall be lawful for the Council on the recommendation and with the approbation of the majority of Governors present at two successive Extraordinary General Meetings specially called for the purpose to surrender this Our Charter subject to the sanction of Us Our Heirs or Successors in Council and on such terms as We or They may consider fit, and to wind up or otherwise deal with the affairs of the Corporation under and subject to such provisions and arrangements respecting the disposal of the property of the Corporation and other matters as the Council shall judge expedient, having due regard to all existing liabilities and if on the winding up or the dissolution of

the Corporation there shall remain after the satisfaction of all its debts and liabilities any property whatsoever, it shall be paid or distributed subject to any special trusts affecting the same to the Haileybury Charitable Trust established by a declaration of charitable trusts made by the Governors on 30th October 1996, or to some other charitable institution or association having objects similar to those of the Corporation to be determined by the Council at or before the time of dissolution.

16. We do hereby for Ourselves Our Heirs and Successors grant and declare that this Our Charter shall be in all things valid and effectual in the law according to its true intent and meaning, and shall be taken construed and adjudged in the most favourable and beneficial sense for the best advantage of the Governors of Haileybury and Imperial Service College and the promotion of the objects of

the Corporation as well in all Our Courts of Record as elsewhere notwithstanding any recital non-recital misrecital uncertainty or imperfection in this Our Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the \_\_\_\_\_ day of \_\_\_\_\_  
in the \_\_\_\_\_ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

## BYE-LAWS OF HAILEYBURY AND IMPERIAL SERVICE COLLEGE

## INTERPRETATION

1. In these Bye-laws:
  - 1.1 "the Charter" means the Charter to which these Bye-laws are scheduled;
  - 1.2 the expression "Senior Member" shall mean
    - (a) a member of the Council who shall have served not less than six years as a Council Member; or
    - (b) such other person not being a Council Member and in either case is appointed by the Council following a nomination for such purpose by the Nominations Committee under Bye-law 30 below;
  - 1.3 unless the context otherwise requires the expressions or words used in the Charter shall have the meanings there defined.
2. In the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-laws the provisions of the Charter shall prevail.

## GOVERNORS

3. The Governors shall consist of all persons who were Life Governors immediately prior to the grant of the Charter, all members of the Council during their period of office (as defined in Bye-law 20 below) and such further number of Senior Members (which shall not exceed 50% of the maximum number of Council members as determined from time to time under Article 10 of the Charter) as the Governors may determine from time to time.
4. Any Governor shall vacate office and cease to be a Governor:
  - 4.1 if he becomes incapable by reason of mental disorder of exercising his functions as a Governor;
  - 4.2 if a bankruptcy order is made against him;
  - 4.3 if by notice in writing to the Secretary he resigns his office;
  - 4.4 if he shall attain the age of seventy-five years provided that this shall not apply to any Governor who prior to the grant of the Charter was appointed as a Life Governor;

- 4.5 if he shall have failed to attend three consecutive meetings and be requested by the President to vacate office;
- 4.6 if the Governors in General Meeting resolve that he shall retire;
- 4.7 if he shall cease to be a member of Council pursuant to Bye-law 20 below unless he shall concurrently or subsequently be appointed to fill a vacancy as a Senior Member.

## GENERAL MEETINGS OF GOVERNORS

5. The Annual General Meeting of the Governors shall be held once in every year at the College or at such other place, and at such time as the Council may determine provided that not more than fifteen months shall elapse between such meetings.
6. At least twenty-one days' notice of every General Meeting of the Governors (exclusive of the day on which the notice is served but inclusive of the day for which the meeting is called) specifying the place, day and hour of the meeting and (in the case of special business) the general nature of the business to be transacted, shall be given by notice sent to every Governor at his registered address within the United Kingdom.
7. The accidental omission to give notice of a General Meeting of the Governors to any person entitled to receive such notice shall not invalidate anything done at such meeting.
8. The business of the Annual General Meeting of the Governors shall be to receive and consider the annual reports and the accounts of the Corporation, and to appoint the auditors of the Corporation on such terms as to remuneration or otherwise as they may think fit. All other business transacted at any Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
9. The President of the Corporation or Chairman of the Council may at any time convene an Extraordinary General Meeting of the Governors and shall convene such a meeting whenever so required in writing by not less than five Governors.
10. At every General Meeting of Governors the President of the Corporation if present shall be the Chairman, but in case he be absent or decline to take the chair then the Chairman of the Council or in his absence the Governors present shall choose

one of their number to be the Chairman.

11. At every General Meeting of the Governors five Governors shall be a quorum and no business other than the adjournment of the meeting shall be transacted unless a quorum is present.
12. At every General Meeting of the Governors:
  - 12.1 all Governors shall if personally present be entitled to one vote and no other person shall be entitled to vote;
  - 12.2 every question shall be decided by a show of hands of those entitled to vote and by a majority of such votes;
  - 12.3 in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote;
  - 12.4 voting by proxy shall not be allowed.
13. At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a specific majority or lost or not carried by a specific majority, and an entry to that effect in the minute books of the Governors, shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.
14. If within fifteen minutes after the time appointed for any such meeting or adjourned meeting a quorum is not present the meeting shall stand adjourned to such day (not being more than twenty-one days thereafter) and at such hour and place as the Chairman thereof shall determine, and if at such adjourned meeting a quorum is not present those persons who are then and there present (not being less than three) shall be a quorum and may transact the business for which the meeting was called.
15. The Chairman of the meeting may with the consent of the majority of the persons present and entitled to vote adjourn the meeting or any item on the agenda for such meeting from time to time and from place to place.

## COUNCIL AND COMMITTEES

16. Subject and without prejudice to the powers of the Visitor and Governors the Council shall have the entire management direction and control of the affairs concerns and property of the College, and may in addition to the powers and authorities expressly conferred on it by these



Bye-laws or otherwise exercise in respect of the affairs of the Corporation all such powers and do all such things as may lead to the furtherance of the objects of the Corporation, including all such powers and things as may be exercised or done by the Governors and are not by these Bye-laws expressly directed or required to be exercised or done by the Governors in General Meeting.

17. The Council shall have the right of electing all future Governors of the College from among persons qualified in accordance with these Bye-laws.

18. The President and the Treasurer of the Corporation, the Chairman of the Council and the Chairman of the Nominations Committee shall by virtue of their respective offices be members of the Council.

19. At the Annual General Meeting of the Governors next following the Grant of this Charter and every Annual General Meeting thereafter there shall be elected a Council of the Corporation.

20.1 Each elected member of the Council shall hold office for three years;

20.2 One-third of the elected members shall retire at the Annual General Meeting of Governors in every year but if the number of elected members is not a multiple of three then the number nearest to but not exceeding one-third thereof shall retire;

20.3 The members to retire in each year shall be those who have been longest in office without re-election and as between such persons who became members of Council on the same day those to retire shall be determined by the Nominations Committee;

20.4 The members who are to retire shall act as members of the Council throughout the meeting at which they retire;

20.5 The places of the retiring members shall be filled at the meeting of Governors at which such members retire;

20.6 No member shall be eligible for re-election if he shall have:

(a) held office continuously for twelve years immediately before the date on which he would otherwise have been eligible for re-election; or

(b) attained the age of seventy years;

20.7 Subject to the provisions of Bye-law 20.6 above retiring members shall be eligible for re-election, but no person shall be so elected unless he shall have been nominated by notice signed by the Chairman of the Nominations Committee and sent to the Secretary not less than fourteen days before the day of the meeting at which the election is to be held;

20.8 Any elected member shall cease to be a member:

(a) if he shall have vacated his office as Governor; or

(b) if by notice in writing to the Secretary he resigns as a member.

21.1 A casual vacancy arising by reason of the death resignation or otherwise of an elected member shall be filled by the Council pursuant to the provisions of these Bye-laws at any convenient meeting, and as soon as conveniently may be (but so that there shall be no obligation on the Council so to fill up a casual vacancy within any particular time) and the person so elected shall retire from office at the time at which the vacating member would in the ordinary course have retired;

21.2 The Council shall have power from time to time subject to the provisions of the Charter in relation to the number of their members to co-opt, as an additional member of the Council, any person nominated for such purpose by notice signed by the Chairman of the Nominations Committee. Any person so co-opted shall hold office until the next Annual General Meeting of the Governors but may again be co-opted at any time;

21.3 The proceedings of the Council shall not be invalidated by any vacancy among their members or by any defect in the election or qualification of any elected members thereof.

22.1 At the Annual General Meeting of the Governors next following the grant of the Charter and every third Annual General Meeting thereafter, there shall be elected from amongst the Governors a Chairman of the Council who shall hold office for a period of three years or until he shall have vacated his office as Governor, or until his earlier death resignation or removal from office by a resolution of the Council but so that such Chairman shall be eligible for re-election, subject to the foregoing provisions.

22.2 In the event of there being any casual vacancy in the office of Chairman, or in the case of the absence of the Chairman or his declining to take the chair then the Chairman shall be such one of the members present as shall be appointed by themselves.

23. The Council shall meet at such place or places as it shall from time to time appoint and not less than three times in every year; every such meeting shall be convened by the Secretary by a notice to be sent to each member not less than seven days before any such meeting.

24. The agenda shall specify any business recorded in the minutes of a preceding meeting of the Council, any business which is required by the Bye-laws to be so specified and also any other business of which any member of the Council shall have notified the Secretary in writing or which the Secretary may deem necessary to be so specified.

25. The Chairman may at any time call a special meeting of the Council and shall do so on receipt of a request in writing signed by any three members of the Council and specifying the purposes for which the meeting is to be held. The meeting shall be convened by the Secretary in the same manner as an ordinary meeting and no business other than that specified in the agenda shall be transacted at the meeting.

26. At every meeting of the Council five members shall be a quorum and no business other than the adjournment of the meeting shall be transacted unless a quorum is present.

27.1 If within fifteen minutes after the time appointed for any meeting or adjourned meeting of the Council a quorum is not present the members present shall adjourn the meeting to such day within four weeks as may be appointed by the Chairman of the

meeting. Such adjourned meeting shall be convened as hereinbefore provided;

27.2 A meeting of the Council at which a quorum is present may be adjourned by the vote of the members present to such day within four weeks as may be appointed by the Chairman of the meeting and such adjourned meeting shall be convened as hereinbefore provided.

28. At every meeting of the Council the minutes of the last preceding meeting shall be read and corrected if necessary before such other business as may be specified in the agenda shall be taken into consideration.

29.1 Committees of two or more members of the Council appointed under Article 9(5) of the Charter shall be appointed in accordance with the following procedure:

(a) the terms of the appointment and delegation of the powers of the Council to every committee and the extent of the powers so delegated shall be set out (and may from time to time be amended) in writing, and shall in every case comply with the provisions of Bye-law 29.1(f) below;

(b) every committee shall report its proceedings to the Council at the next meeting of the Council;

(c) the Council shall ratify at each meeting the decisions taken by a committee subsequent to the previous meeting of the Council;

(d) the Council shall take all reasonable care to ensure that a committee complies with the terms of its delegated authority; and

(e) no committee shall incur expenditure on behalf of the Corporation except in accordance with the budget which has been approved by the Council;

(f) the terms of the delegation referred to in Bye-law 29.1(a) above are

(i) a committee shall comply with the terms of its delegated authority;

(ii) a committee shall not do any act that the Council is not empowered to do;

(iii) the Council may on giving reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with this Bye-law 29.1;

(iv) the Council may give directions to a committee as to the manner in which it is to report to it the exercise of its delegated authority; and

(v) any other terms which the Council considers reasonable in the circumstances.

29.2 The Council shall have power from time to time to co-opt as an additional member of any committee any person not being a member of the Council as it shall think fit;

29.3 A committee shall appoint its chairman at its first meeting and shall afterwards meet at such time and place as he shall appoint;

29.4 The Secretary may call a meeting of the committee by sending to each of the members a notice appointing the place and time for such a meeting and stating the purpose for which the same is convened;

29.5 A committee may fix its own quorum;

29.6 Committees of two or more members of the Council, appointed under Article 9(5) of the Charter to execute and perform any trusts of which the Corporation shall have been appointed as trustee, may exercise such discretions and powers as shall be set out (and may from time to time be amended) in writing, subject always to the terms of such trusts in relation to the trust funds of such trusts

30.1 There shall be two standing committees of the Council as follows:

(a) Finance and General Purposes Committee; and  
(b) Nominations Committee;

30.2 The provisions of Bye-law 29 above shall apply to the constitution and conduct of each standing committee save as varied by the provisions hereinafter set out;

30.3 The Finance and General Purposes Committee:

(a) The Treasurer shall be *ex-officio* chairman of the Committee;

(b) The Council shall appoint not less than six of their number to be members of the Committee;

(c) The Council shall delegate to the Committee all or any of its powers in connection with the management of its affairs, other than matters delegated to the Nominations Committee (pursuant to Bye-law 30.4 below) or to other committees appointed by the Council.

30.4 The Nominations Committee:

(a) At the Annual General Meeting of the Governors next following the Grant of the Charter and every third Annual General Meeting thereafter, there shall be elected from amongst the Governors a Chairman who shall hold office for a period of three years or until he shall have vacated his office as Governor, or until his earlier death resignation or removal from office by a resolution of the Council, but so that such Chairman shall be eligible for re-election subject to the foregoing provisions;

(b) The Council shall appoint not less than four of their number to be members of the Committee;

(c) The Council shall delegate to the Committee all or any of their powers in connection with the nominations for election of members of the Council;

(d) The Committee shall be responsible for proposing the nominations of new members of the Council, members of the Council who are to be selected for re-election, Senior Members, one or more members to be appointed Chairman of the Council and one or more members to be appointed Treasurer of the Corporation.

31. All questions arising at any meeting of the Council or of any committee thereof shall be decided by the majority of the members present and voting thereon by show of hands or if

required by any two members present by ballot held at the meeting each member being entitled to one vote only. In case of equality of votes the Chairman shall have a second or casting vote.

#### POWERS OF THE COUNCIL

32. The Council shall have full power from time to time to appoint and to remove (subject in the case of the Master to a right of appeal to the Visitor of the College) the Master the Treasurer the Secretary and the Bursar (with liberty for the Council to unite from time to time the two last named officers in the same person so long as they shall think fit) and all officers agents and employees of the said College. Provided that all members of the teaching staff shall be appointed and may be dismissed by the Master alone subject in the case of dismissal to a right of appeal of the Council.

33. In furtherance of the objects of the Corporation the Council shall have the following powers:

33.1 To hold stock funds securities and other assets of every description now belonging to the Corporation or held in trust by or for it, and to undertake execute and perform any trusts or conditions affecting any of such assets, and to defray and provide for any debts and liabilities to the discharge of which the said assets, or any of them, shall at the moment of such acquisition be applicable and to give any trustees in whom any such stocks funds securities or other assets may be vested a valid receipt discharge and indemnity, for and in respect of the transfer or handing over of them to the Corporation;

33.2 To purchase take on lease or hire or otherwise acquire and hold, any land buildings easements or hereditaments of any tenure and any real or personal property, and to construct provide maintain repair and alter any buildings works stores plant and things which may from time to time be deemed requisite, in any part of the world for any of the purposes of the Corporation;

33.3 To procure receive and accept donations endowments and gifts of money land hereditaments stocks funds shares securities and any other assets

whatsoever, and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any organisation, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Corporation and to undertake all or any of the liabilities of any such other organisation;

33.4 To borrow or raise money with or without security for any of the purposes of the Corporation. Provided that no money shall be raised by mortgage of any real or leasehold property of the Corporation situated in the United Kingdom without such consent or approval (if any) as may be by law required;

33.5 To make and carry out any arrangement for joint working or co-operation with any other organisation, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Corporation;

33.6 To pay or apply any moneys or assets of the Corporation for any charitable purpose which in the opinion of the Council may tend to promote all or any of the objects of the Corporation, and either to do so directly or to pay or transfer any such moneys or assets to some other person to be applied in the above manner;

33.7 To carry on any business of supplying goods or services to or for the benefit of persons being educated at the College or in the service of the Corporation, and to carry on any such businesses notwithstanding that any such goods or services may from time to time be provided for the benefit of persons other than those aforesaid, so long as the principal object thereof shall be the provision of goods or services for such persons aforesaid with power for the Corporation to carry on any such businesses directly or through the medium of one or more limited companies, and to acquire and hold the shares securities or membership rights of any such companies;

33.8 To accumulate sell improve manage develop exchange lease mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the Corporation. Provided that no disposition of any real or leasehold property situate in the United Kingdom shall be made without such consent or approval (if any) as may be by law required;

33.9 To apply capital or income in insuring any buildings or other property or their contents to their full value;

33.10 To employ any person firm or company to manage or assist in managing the day-to-day running of the Corporation upon such reasonable terms as the Council think fit, and to pay such employees as the Council may in its discretion from time to time determine and to enter into agreements and to fix such reasonable salaries as the Council may deem proper, and to enter into any service agreements which it shall consider to be necessary including power to determine any such employment upon such terms as the Council may decide, and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and dependants;

33.11 To open and maintain in the name of the Corporation or in such other name as the Council may think fit, a bank account or bank accounts at such bank or banks as the Council may from time to time decide, and at any time to pay any moneys to the credit of such account or accounts or to place the same on deposit with any bank or banks;

33.12 In connection with any bank account in the name of the Corporation or under the control of the Council from time to time, to make such arrangements as the Council shall think fit for the operation of such account (including the appointment of signatories on the account);

33.13 To arrange for the accounts of the Corporation, and of any other trusts of which it shall have been appointed trustee, to be audited annually by a qualified accountant at the expense respectively of

the Corporation or of such other trust if the Council so determines, and in any event if so required by law and generally to take all such actions as are necessary to comply with the accounting and reporting requirements contained in the Charities Act 1993;

33.14 To make regulations for the management of the Corporation and for the conduct of the business of the Council and from time to time to amend such regulations;

33.15 To implement decisions of the Council reached informally provided that such decisions are ratified at the next or subsequent meeting of the Council;

33.16 (a) To do all such lawful acts or things as shall further the attainment of the objects of the Corporation, and so far as may be necessary to do such acts or things in collaboration with any person body institution authority or otherwise, provided that no property of the Corporation shall be used or applied for a non-charitable purpose;

(b) To apply for and exercise any powers obtained under any subsequent Supplemental Charter or any Act of Parliament or of the Legislature of any part of the Commonwealth;

33.17 (a) The Council shall have power either in respect of any property belonging to or otherwise subject to the trusts of the Corporation, or of other trusts of which it shall have been appointed trustee, to appoint as custodian trustee any corporation empowered so to act upon such terms as it shall think fit, and may transfer the whole or any part of such property to or under the control of such custodian trustee, provided that the remuneration payable to such corporation shall in no case exceed what is provided for below;

(b) Any trustee being a corporation appointed to act as a custodian trustee may act on its published terms and conditions in force from time to time. Provided that this shall not authorise payment for any act done or services rendered by any

director or other office of such corporation in a personal capacity.

34. In the exercise of the power conferred by Article 9(6) of the Charter the Council shall:

34.1 inform the investment manager in writing of the extent of the Corporation's investment powers;

34.2 lay down a detailed investment policy for the Corporation and immediately inform the investment manager in writing of it and of any changes to it;

34.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;

34.4 ensure that the investment manager shall be under a duty to report promptly to the Council (or to any committee of the Council nominated for this purpose) any exercise of the delegated powers, and in particular to report every transaction carried out by the investment manager to the Council (or to such committee as aforesaid) within 14 days, and to report on the performance of investments managed by them at least three times in each academic year;

34.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;

34.6 pay such reasonable and proper remuneration to the investment manager, and agree such proper terms as to notice and other matters as the Council shall decide and as are consistent with the Charter and these Bye-laws, provided that such remuneration may include commission fees and/or expenses earned by the investment manager, if and only to the extent that such commission fees and/or expenses are disclosed to the Council;

34.7 be entitled at any time and without notice to review alter or determine the delegation or its terms, but shall give reasonable notice to the investment manager any decision of such review alteration of determination;

34.8 be bound to review the arrangements for delegation at intervals not (in the absence of special reasons)

exceeding 24 months, but so that any failure by the Council to undertake such reviews within the period of 24 months shall not invalidate the delegation;

34.9 be liable for any failure to take reasonable care in choosing the investment manager, fixing or enforcing the terms upon which the investment manager is employed, requiring the remedying of any breaches of those terms, and otherwise supervising the investment manager, but otherwise shall not be liable for the acts and defaults of the investment manager;

#### CUSTODY OF THE COMMON SEAL AND BOOKS

35. The Council shall provide for the safe custody of the Common Seal. It shall never be used except with the authority of the Council and any document to which it is affixed shall be signed by a member of the Council and by the Secretary or other officer appointed for that purpose by the Council.

36. No official books or papers belonging to the College shall be removed from the custody of the Secretary Treasurer or other officer charged with the care thereof without the express permission of the Council, and no person other than a member of the Council shall be allowed without the permission of the Council to inspect or to have extracts from any minutes of the proceedings of the Governors, the Council or any committee.

#### NOTICES

37. Any notice sent by post facsimile or other electronic means of communication shall be deemed to have been served on the day following that on which it was sent.

38. Every Governor, member of the Council or person co-opted thereto or to any committee of the Council shall from time to time notify the Secretary of an address within the United Kingdom which shall be his registered address, and unless and until he has so notified his registered address he shall not be entitled to receive any notice of any meetings of the Governors, Council or committee thereof (as the case may be).

#### MINUTES

39. Minutes of the proceedings of every meeting of the Governors and the Council and of every committee thereof shall be entered and kept by the Secretary or other officer in a book or

books, and shall be signed by the Chairman of the meeting at which such proceedings take place or by the Chairman of the next ensuing meeting, the same having first been read and approved as correct at such meeting, and any minutes so signed shall be *prima facie* evidence that the meeting to which they relate was duly convened and held and that the proceedings thereat are correctly stated in such minutes. Every such Minute Book shall be kept in the custody of the Secretary.

#### FINANCIAL MATTERS

40. The Council shall at all times cause proper accounts to be kept of the receipts and expenditure of the Corporation and showing the amounts of the assets and liabilities of the Corporation. Such accounts as are necessary shall be maintained so as to give a true and fair view of the Corporation's affairs and to explain its transactions.

41. The Treasurer shall once at least in every year lay before the Council for presentation to the Annual Meeting of Governors a financial statement with a duly audited balance sheet and accounts.

#### INDEMNITY

42. The Governors, members of the Council, employees and officers of the Corporation and the auditors acting in relation to any of the affairs of the Corporation, and all and every of them and all and every of their personal representatives, shall be

indemnified and secured harmless out of the assets of the Corporation from and against all actions costs charges losses damages and expenses which they or any of them, or their or any of their personal representatives, shall or may become liable to incur or sustain by or by reason of any act done, concurred in or omitted in, or about the execution of their duties;

43. there shall be excepted from the indemnity given by the foregoing part of this Bye-law such actions costs charges losses damages and expenses (if any) as any of the persons aforesaid shall become liable to incur, or sustain by or through his or their own wilful or reckless neglect or default, or through his or their own dishonesty, or in the case of a member of the Council through his joint and several knowing and/or reckless breach of trust or other breach of duty;

44. None of the persons aforesaid shall be answerable for the acts receipts neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for the defaults of any bankers or other persons with whom any moneys or effects belonging to the Corporation shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Corporation shall be invested, or for any other loss misfortune or damage which may happen in the execution of their respective duties or in relation thereto, except the same shall happen by or through his or their own wilful or reckless neglect or his or their own dishonesty.

#### REGULATIONS

45. The Council shall have power from time to time to make such regulations as they think fit with respect to the conduct of their business, the appointment and removal of the Master and of teachers and instructors, the admission, education fees and discipline of pupils and the administration generally of the College or other establishments belonging to or held in trust by the Corporation, which regulations shall not be inconsistent with the Charter of the Corporation or these Bye-laws, and to repeal or add to such regulations from time to time.