

INSTRUMENT OF GOVERNMENT

NORTHERN SCHOOL OF CONTEMPORARY DANCE

In exercise of the powers conferred upon it by section 124ZA of the Education Reform Act 1988, the Northern School of Contemporary Dance higher education corporation makes the following Instrument of Government in accordance with which the Northern School of Contemporary Dance shall be constituted:

1 Interpretation

- (1) In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph –

“the Act” means the Education Reform Act 1988 as amended from time to time;

“the appointing authority” means the specified Board of Governors, or such other body or persons with the authority to appoint members within a specified category under rules or bye-laws made by the Board of Governors;

“the Articles” means the Articles of Government in accordance with which the School is conducted;

“the Board of Governors” means the members of the Corporation;

“the Clerk” means the person appointed to the office of the Clerk to the Board of Governors under the Articles;

“the Corporation” means the Northern School of Contemporary Dance higher education corporation;

“the Instrument” means the Instrument of Government of the Corporation;

“OfS” means the Office for Students, a non-departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England or any successor body;

“the Principal” means the Principal and CEO of the School;

“the School” means Northern School of Contemporary Dance conducted by the Corporation; and

“the Senate” means the Senate (formerly the Academic Board) of the School constituted in accordance with the Articles;

- (2) References in this Instrument, in relation to the Board of Governors, to a variable category of members are references to any category of members in relation to which the number applicable (in accordance with paragraph 3 below) is subject to variation.
- (3) In this Instrument, unless the context requires otherwise, words importing one gender include the other gender, and words in the singular include the plural, and vice versa.
- (4) The headings in this Instrument are for convenience only and shall not affect the construction of the Instrument.

2 Name of the Corporation

The Board of Governors may, by resolution, change the name of the Corporation, subject to any applicable requirements of the OfS.

3 Membership of the Board of Governors

- (1) The Board of Governors shall consist of –
 - (a) not less than 12 and not more than 24 members appointed in accordance with the following provisions: and
 - (b) the Principal, unless they choose not to be a member.
- (2) Of the appointed members –
 - (a) up to 13 shall be independent members;
 - (b) up to 2 may be teachers at the School nominated by the Senate and up to 2 may be students of the School nominated by the students thereof; and
 - (c) at least 1 and not more than 9 shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.
- (3) A person (other than a person appointed in pursuance of sub-paragraph 3(2) (b) above) who is –
 - (a) employed at the School (whether or not as a teacher);
 - (b) a full-time student at the School; or
 - (c) an elected member of any local authority,

is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.
- (4) For the purpose of this paragraph, a person who is not for the time being enrolled as a student at the School shall be treated as such a student during any period when they have been granted leave of absence from the School for the purposes of study or travel or for carrying out the duties of any office held by them in the students' union at the School.
- (5) Subject to paragraph 3(2), the Board of Governors shall make a determination with respect to its membership numbers, and in making such a determination shall secure that at least half of all the members of the Board of Governors, when constituted in accordance with the determination, will be independent members. Such a determination may be varied by a subsequent determination.
- (6) The Board of Governors shall set out in rules and bye-laws who the appointing authority shall be in relation to each category of member. It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

4 Determination of Membership Numbers

- (1) The Board of Governors shall make a determination with respect to its membership numbers.
- (2) Such a determination shall fix the number of members of each variable category of which the Board of Governors is to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3(2) above.
- (3) Such a determination may be varied by a subsequent determination.

5 Tenure of Office of Members of the Board of Governors

- (1) The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 3(2) above. Such members shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office be eligible for re-appointment.
- (2) A member of the Board of Governors may at any time by notice in writing to the Clerk resign their office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.
- (3) If at any time the Board of Governors are satisfied that any member of the Board of Governors –
 - (a) has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
 - (b) is unable or unfit to discharge the functions of a member, or
 - (c) is disqualified from acting by virtue of section 178 of the Charities Act 2011;the Board of Governors may by notice in writing to that member remove them from office; and thereupon the office shall become vacant.
- (4) Where a member of the Board of Governors appointed as a Senate nominee or a student nominee, or a member of staff or student appointed as a co- opted member of the Board of Governors, ceases before the end of their period of office to be a member of staff or a student of the School, as the case may be, their office shall thereupon become vacant.

6 Officers

The Board of Governors shall appoint from among their members a Chair and any other officers which the Board may determine.

7 Committees

The Board of Governors may establish committees and permit such committees to include persons who are not members of the Board of Governors.

8 Allowances

The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

9 Seal of the Corporation

- (1) The application of the Seal of the Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose, together with that of any other member of the Board of Governors.
- (2) The Corporation Seal shall be held under secure arrangements by the Clerk.

10 Amendment of Instrument

- (1) The Instrument may be varied, replaced or revoked by a resolution of the Corporation in accordance with section 127ZA of the Act.

- (2) The Corporation may not make any changes to the Instrument that would result in the Corporation ceasing to be a charity.

ARTICLES OF GOVERNMENT

NORTHERN SCHOOL OF CONTEMPORARY DANCE

In exercise of the powers conferred upon it by section 124E of the Education Reform Act 1988, the Northern School of Contemporary Dance higher education corporation makes the following Articles of Government in accordance with which the Northern School of Contemporary Dance shall be conducted:

1. Interpretation

- (1) In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government approved by the Privy Council on 27 September 1994, and

“Chancellor” means the chancellor of the School appointed under the Articles;

“the holders of senior posts” means the Principal, the Clerk and the holders of such other senior posts as the Board of Governors may determine and “holder of a senior post” shall be construed accordingly;

“the staff” includes both teaching and other staff of the School;

“staff governor” means a member of the Board of Governors appointed on the nomination of the Senate, or as a co-opted staff member;

“student governor” means a member of the Board of Governors appointed as a student nominee or a co-opted student member; and

“a students’ union” means any association of the generality of students formed to further the educational purposes of the School and the interests of students as students.

- (2) In these Articles, unless the context requires otherwise, words importing one gender includes the other gender, and words in the singular include the plural, and vice versa.
- (3) The headings in these Articles are for convenience only and shall not affect the construction of the Articles.

2. Conduct of the School

The School shall be conducted in accordance with the provisions of the Education Acts (as defined in section 578 of the Education Act 1996), any relevant regulations, orders or directions made by the Secretary of State or by the OfS, and subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

3. Responsibilities of the Board of Governors, Principal and Senate

The Board of Governors

- (1) The Board of Governors has all the powers of the Corporation. The Board of Governors shall be responsible for, without limitation:
- (a) the determination of the educational character and mission of the School and for the oversight of its activities;
 - (b) the effective and efficient use of resources, the solvency of the School and the Corporation and for safeguarding their assets;

- (c) approving annual estimates of income and expenditure;
- (d) the appointment, grading, assignment, appraisal, suspension, dismissal and determination of the pay and conditions of the holders of senior posts; and
- (e) setting a framework for the pay and conditions of service of all other staff.

The Principal

- (2) Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the School, and shall be responsible for:
 - (a) making proposals to the Board of Governors about the educational character and mission of the School, and for implementing the decisions of the Board of Governors;
 - (b) the organisation, direction and management of the School and leadership of the staff;
 - (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than holders of senior posts;
 - (d) the determination, after consultation with the Senate, of the School's academic activities, and for the determination of its other activities;
 - (e) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; 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.

The Senate

- (3) There shall be a Senate of the School, whose membership shall be set out in rules or bye-laws approved by the Board of Governors. Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Senate shall be responsible for:
 - (a) general issues relating to the research, scholarship, teaching and courses at the School 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 the School and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
 - (c) advising on such other matters as the Board of Governors or the Principal may refer to the Senate.

4. Delegation of Functions and Committees

- (1) Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Principal or to the Senate, and may delegate powers to such committees or to the Chair of the Board of Governors or to the Principal.
- (2) The Board of Governors shall establish an Audit Committee.
- (3) The Board of Governors shall not, however, delegate the following:
 - (a) the determination of the educational character and mission of the School;
 - (b) the approval of the annual estimate of income and expenditure;
 - (c) ensuring the solvency of the School and the Corporation and the safeguarding of their assets;
 - (d) other than to a committee of members of the Board of Governors, the appointment or dismissal of the Principal, the Clerk or the holder of any other senior post; or
 - (e) the varying or revoking of the Instrument or these Articles.

5. Appointment of the Clerk to the Board of Governors

The Board of Governors shall appoint a Clerk to the Board of Governors, and shall determine the Clerk's functions.

6. Procedures for Meetings

- (1) The quorum for meetings of the Board of Governors shall be two-fifths (40%) rounded up to next whole number of the total actual membership of the Board of Governors, with independent members forming the majority of the quorum.
- (2) If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
- (3) Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- (4) The Board of Governors shall make rules or bye-laws for the appointment of officers who shall include a Chair and Vice Chair, to be appointed from among the independent members, and for the appointment of members (in accordance with the Instrument).
- (5) Procedures for meetings of the Board of Governors, of the Senate and of committees of the Board of Governors shall be set out in rules or bye-laws.
- (6) The proceedings of the Board of Governors, of the Senate and of any committee of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member.
- (7) Members of the Board of Governors shall declare and manage any conflicts of interest in accordance with applicable rules and bye-laws.
- (8) A meeting of the members may be held by suitable electronic means agreed by the members in which each participant may communicate with all of the other participants.

- (9) A resolution in writing or in electronic form agreed by a simple majority (or a higher threshold if specified under rules or bye laws) of the members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) the requisite number of the eligible members have signified agreement to the resolution; and
 - (c) such agreement is contained in a form authenticated by the Clerk which has been received by the Corporation within the period of 28 days beginning with the circulation date.

7. Chancellor and Patrons

- (1) The Board of Governors may appoint a Chancellor of the School, and shall determine the Chancellor's terms of appointment and removal and functions.
- (2) The Board of Governors may appoint patrons of the School and shall determine the patrons' terms of appointment and removal and functions.

8. Staff and Students

- (1) The Board of Governors shall make provision with respect to:
 - (a) procedures for the discipline, dismissal, suspension and hearing of grievances of staff, including the holders of senior posts (after consultation with staff);
 - (b) procedures for the admission, suspension and expulsion of students, and for dealing with student complaints and academic appeals (after consultation with the Senate and representatives of the students).
- (2) In making provision under Article 8 (1), the Board of Governors shall have regard to the need to ensure that academic staff of the School 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 the School.
- (3) A students' union of the School shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors. No amendment to or rescission of that constitution, in part or whole, shall be valid unless and until approved by the Board of Governors.

9. Financial Matters

The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provision of the Act.

10. Rules and Bye-Laws

The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the School as it shall think fit. Such rules and bye-laws shall be subject to the provision of these Articles.

11. Amendment of Articles

- (1) These Articles may be varied, replaced or revoked by a resolution of the Corporation in accordance with section 124E of the Act.

- (2) The Corporation may not make any changes to the Articles that would result in the Corporation ceasing to be a charity.

12. Date of Articles

These Articles shall come into force on 21 November 2023.