

Westminster School Statutes

BACKGROUND

We the Governing Body of Westminster School (originally known as St Peter's College Westminster) in virtue of the powers invested in us by the Public Schools Act 1868 and all other powers enabling us in that behalf did on 13 May 2021 make a Statute amending the existing Statutes of Westminster School.

These Statutes apply from the date of approval by Order of Council and replace all Statutes made before then but do not affect anything done under any previous Statutes. The Appendix records all previous Statutes made by the Governing Body.

1. DEFINITIONS

1.1 In these Statutes the following words have the following meanings –

Abbey Governor: a Canon of Westminster Abbey proposed by the Dean and Chapter;

Applicable Laws: all laws, rules, regulations, standards and directions including those imposed by any governmental or regulatory authority which apply from time to time to the person or activity in the circumstances in question;

Appointed Governors: all members of the Governing Body other than the Dean of Westminster;

Chair: the chair of the Governing Body appointed under these Statutes;

Common Room Governor: a person proposed by the Common Room following procedures set out in the Governance Manual to serve on the Governing Body;

Dean and Chapter: the body corporate known as the Dean and Chapter of the Collegiate Church of St Peter, Westminster, otherwise known as Westminster Abbey;

Foundation: the Queen's Scholars;

Governance Manual: the policy documents approved by the Governing Body setting out the responsibilities of the Governors in relation to the operation of the School and other matters as may be amended by the Governing Body from time to time;

Governor: the Dean of Westminster or any Appointed Governor;

Governing Body: all the Governors acting as a single body;

Great School: the part of the School which is for the education of pupils who, at the end of the academic year, are between the ages of thirteen and eighteen or such other ages as the Governing Body may from time to time determine;

Great School Deputy Head: the deputy head of the Great School;

Great School Head: the head of the Great School;

School: the Great School and the Under School, each registered as a separate school with the Department for Education and owned by the body corporate known as St Peter's College registered with the Charity Commission under charity number 312728;

Under School: the part of the School that is for the education of pupils who, at the end of the academic year, are between the ages of seven and thirteen, or such other ages as the Governing Body may from time to time determine;

Under School Head: the head of the Under School.

1.2 A reference to the singular includes, where appropriate, the plural and vice versa.

2. **THE VISITOR**

The Visitor to the School is the Sovereign.

3. **GOVERNORS**

3.1 The minimum number of Governors shall be nine. The maximum number of Governors shall be determined by the Governing Body from time to time.

3.2 The Governing Body shall include:

- (a) the Dean of Westminster;
- (b) the Common Room Governor and the Abbey Governor; and
- (c) other persons appointed by the Governing Body in accordance with the procedures determined by the Governing Body up to the maximum permitted at the relevant time.

3.3 In addition to the normal responsibilities of a Governor, the Dean of Westminster shall preserve the historic relationship between the School and Westminster Abbey by performing certain spiritual, ceremonial and other functions as described in the Governance Manual.

3.4 No pupil or member of staff or any person related to, or in a relationship with, a member of staff, may be an Appointed Governor.

3.5 The Governing Body shall appoint a chair from among their number and shall determine the period for which the Chair is to hold office. The Common Room Governor and the Abbey Governor may not be Chair.

3.6 The Abbey Governor shall cease to be a Governor on ceasing to be a member of the Dean and Chapter. The term of office for all other Appointed Governors shall be for a finite period determined by the Governing Body from time to time.

3.7 A Governor shall cease to be a Governor if disqualified under any Applicable Law. An Appointed Governor may resign by giving at least one month's notice in writing (or any shorter period agreed with the Chair) and shall cease to be a Governor if:

- (a) no longer eligible to be a Governor or:

- (b) absent from every meeting of the Governing Body for one year, excluding absences agreed with the Chair; or
 - (c) dismissed by the Governing Body in accordance with the procedures set out in the Governance Manual.
- 3.8 At the end of the Common Room Governor's term of office for any reason (including death), the President of the Common Room shall arrange for a new Common Room Governor to be proposed for appointment to the Governing Body.
- 3.9 If the Abbey Governor ceases to be a member of the Dean and Chapter, the Chair shall request that the Dean and Chapter propose a successor.
- 3.10 The Governing Body shall have the discretion to approve the appointment of any person proposed by the Common Room or Dean and Chapter to the Governing Body but such approval shall not be unreasonably withheld.
- 3.11 At the end of any other Appointed Governor's term of office for any reason (including death) the Governing Body may appoint a new member but is not required to do so.

4. THE POWERS AND RESPONSIBILITIES OF THE GOVERNING BODY

- 4.1 The Governing Body's overarching responsibility is to observe the School's charitable objects, and ensure the continued success of the School by preparing for the future while promoting a culture of excellence, learning and social responsibility in the spirit of the aims of its Founder, Queen Elizabeth I that the School's pupils 'shall be liberally instructed in good books to the greater honour of the state'.
- 4.2 The Governing Body shall have responsibility for determining the strategy of the School in consultation, as appropriate, with the Great School Head and the Under School Head and for the financial soundness and operation of the School and, subject to Applicable Law, shall have the following powers:
- (a) to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
 - (b) to maintain, alter or equip for use any real or personal estate;
 - (c) to erect, maintain, improve, alter or demolish any buildings in which the School for the time being has an interest;
 - (d) to sell or exchange (and to do and execute all proper acts and assurances for so carrying into effect) or to licence, let or otherwise manage:
 - (i) any land or facility not required for the purposes of the School;
 - (ii) any intellectual property belonging to the School including the right to use the School's name and branding;subject to such restrictions as may be agreed;
 - (e) to acquire or merge with any other charity with objects substantially similar to the School's charitable objects;

- (f) to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the School's charitable objects;
- (g) to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise as shall further the School's interests;
- (h) to establish and support or aid in the establishment and support of any charitable associations, institutions or trusts, and to subscribe or guarantee money for charitable purposes in any way connected with the furtherance of the School's interests;
- (i) to restructure the School internally in such manner as the Governing Body shall consider necessary or appropriate to further the School's interests;
- (j) to establish subsidiary companies to assist or act as agents for the School or as separate commercial entities;
- (k) to borrow or raise funds;
- (l) to deposit or invest funds, enter into financial options or financial hedges or similar arrangements with all the powers of a beneficial owner;
- (m) to delegate the management of investments to one or more investment managers but only on terms that:
 - (i) the investment policy is set down in writing by the Governing Body;
 - (ii) make provision for appropriate and regular reporting obligations to the Governing Body;
 - (iii) the performance of the investments is reviewed regularly with the Governing Body;
 - (iv) the Governing Body shall be 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 investment managers are on a scale or at a level which is agreed in advance and are notified promptly to the Governing Body; and
 - (vii) the investment managers must not do anything outside the powers of the Governing Body;
- (n) to give reasonable and proper remuneration to any member, officer or servant of the School (not being a Governor) for any services rendered to the School;
- (o) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the School and their spouses and other dependants where contractually required to do so; and

(p) to do all such other lawful things as the Governing Body reasonably considers shall further the School's interests.

4.3 The income and property of the School shall be applied solely for the benefit of the School. It shall not be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of a profit to any Governor. However:

(a) a premium may be paid for indemnity insurance to cover the liability which would otherwise attach to any Governor for any negligence, default, breach of trust or breach of duty in relation to the School, provided that any such insurance shall not extend to any claim arising from any act or omission which the Governor knew to be a breach of trust or breach of duty and which was committed by the Governor recklessly without regard to whether or not it was a breach of trust or a breach of duty; and

(b) reasonable and proper payment shall be made to a Governor for expenses incurred in carrying out the Governor's duties.

4.4 A Governor may contract with, and be interested in, any contract or proposed contract with the School and shall not be liable to account for any profit made by reason of any such contract, as long as that Governor's interest has been declared at a meeting of the Governing Body before the contract is made and that Governor does not vote in respect of it (unless the contract is to give security for any loan or guarantee given by the Governor personally for or on behalf of the School).

5. MEETINGS OF THE GOVERNING BODY

5.1 The Governing Body shall meet at least once in each academic term.

5.2 No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. A meeting will be quorate if at least half the Governors on the Governing Body is present.

5.3 If the Chair is unable to attend a meeting another Governor appointed by the Governors present shall chair that meeting.

5.4 In the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

5.5 The Governance Manual adopted by the Governing Body shall contain detailed provisions regarding the giving of notice of meetings and other matters concerning the conduct of its business.

6. DECISIONS OF THE GOVERNING BODY

6.1 The majority required for decisions of the Governing Body depends on the decision to be taken as shown below:

Decision	Voting requirement
Any amendment to the Statutes	Two thirds majority of the Governing Body
Appointment of Chair	Two thirds majority of the Governing Body excluding the proposed Chair

Appointment and Dismissal of an Appointed Governor	Two thirds majority of the Governing Body
Any amendment to the Governance Manual that concerns Governors or the constitution of the Governing Body	Two thirds majority of the Governing Body
Any other amendment to the Governance Manual	Simple majority of Governors present at the meeting
Appointment and dismissal of the Great School Head and the Under School Head	Two thirds majority of the Governing Body
All other decisions made in a Governors' meeting	Simple majority of Governors present at the meeting
All other decisions made by written resolution	Simple majority of the Governing Body

7. SCHOLARSHIP AND BURSARY FUNDS

- 7.1 The Governing Body may create and administer and assist in the creation and administration of scholarships and bursaries.
- 7.2 The Governing Body may apply income derived from the property and facilities of the School and income derived from trusts established or comprising gifts made for the general benefit of the School in augmenting the capital endowment or income of any fund or of any other charitable trust established to provide scholarships and bursaries at the School.

8. COMMITTEES

- 8.1 The Governing Body may delegate any of its powers (other than the power to borrow) to committees consisting of such Governor or Governors as it thinks fit and, if provided for in the terms of reference for any such Committee, that Committee may delegate any of its powers to a sub-committee as it thinks fit.
- 8.2 The meetings and proceedings of any committees shall be governed by the provisions for regulating the meetings and proceedings of the Governing Body contained in the Governance Manual.
- 8.3 Any committees may co-opt as additional members any persons whose assistance may be of value to the work of the committee, provided that the Chair of any such committee shall be a Governor and the majority of the members of such committee shall be Governors.
- 8.4 All material acts and proceedings of any such committee shall be reported to the Governing Body as soon as possible.

9. ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

- 9.1 The Governing Body shall comply with its obligations under Applicable Laws with regard to:
- (a) the keeping of accounting records and preparation of financial statements for the School;
 - (b) the independent audit or examination of the accounts and annual financial statements of the School;

- (c) the preparation of an annual report of Governors and financial statements to be sent to the appropriate regulatory body.

10. SENIOR MANAGEMENT APPOINTMENTS

Heads

- 10.1 The Great School Head and the Under School Head shall be appointed and performance-managed, and may be dismissed, by the Governing Body.

Great School Deputy Head

- 10.2 There shall be a deputy head of the Great School who shall rank immediately after the Great School Head and in the Great School Head's absence shall act as deputy. The Great School Deputy Head shall be appointed by and may be dismissed by the Governing Body.

11. FOUNDATION AND NON FOUNDATION PUPILS AND OTHER AWARDS

- 11.1 The Governing Body shall from time to time determine the number of pupils on the Foundation provided that there shall always be at least 40 Queen's Scholars.
- 11.2 The Scholarship examinations for entry to the Foundation (including 'The Challenge'), shall be open to any pupil duly qualified in respect of character and attainment, subject to such terms as the Governing Body shall from time to time determine.
- 11.3 The election to the Foundation shall take place annually and be conducted by the Great School Head in such subjects and in such a manner as the Governing Body shall from time to time determine.
- 11.4 The total number of pupils in the School and the eligibility criteria for admission for pupils who are not on the Foundation shall be determined by the Governing Body from time to time.
- 11.5 The Governing Body shall also determine the level of financial assistance to be provided to pupils who are eligible, but unable, to attend the School without financial assistance.

12. INTERPRETATION AND AMENDMENT OF THESE STATUTES

- 12.1 If any question arises as to the true construction of any provision contained in these Statutes, the Visitor shall have jurisdiction to decide such question upon a special case submitted for that purpose and the Visitor's decision shall be final and conclusive.
- 12.2 Any decision of the Governing Body to amend these Statutes shall have no effect unless and until approved by an Order in Council.

Given under the Common Seal of Westminster School this 17th day of May 2021.

The Common Seal of the Governing Body was hereby affixed in the presence of:

Michael Baughan

.....

Governor

Edward Cartwright

.....

Governor

John Colenutt

.....

Governor



Appendix

Record of Statutes made by the Governing Body under the Public Schools Act 1868

Statute determining and establishing the Governing Body, approved by Order of Council on October 1869 and amended by Statutes:

Made by the Governing Body on	Approved by Order in Council on
16 December 1874	28 June 1875
5 November 1879	26 February 1880
27 May 1935	13 August 1935
22 May 1967	23 August 1967
19 January 1982	7 April 1982
1 February 1983	20 April 1983

Statute for regulating the Constitution and Government of the School, made by the Governing Body on 28 July 1871, approved by Order in Council on 3 November 1871 and amended by Statutes:

Made by the Governing Body on	Approved by Order in Council on
20 December 1877	26 March 1878
5 November 1879	26 February 1880
18 July 1939	19 October 1939
10 March 1948	2 June 1948
27 April 1955	29 July 1955
22 May 1967	23 August 1967
31 January 1984	18 May 1984
21 May 1996	15 October 1996

Statute amending and consolidating all previous Statutes for determining and establishing the Governing Body and regulating the constitution and government of the Governing Body made by the Governing Body on 4 July 2013, approved by Order in Council on 9 October 2013.