



PRIVY COUNCIL OFFICE  
2 CARLTON GARDENS  
LONDON SW1Y 5AA

## Privy Council Office

### Public Schools Act 1868

The Governing Body of Harrow School have made a Statute amending the School's Statutes in the terms appended hereto and the same is hereby published as required by the above-named act.

Any person or body corporate authorised by the said Act, may, within two months after publication hereof, petition Her Majesty in Council to withhold Her approval from the whole or any part of the said Statute.

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#### WHEREAS:

- A. By Royal Charter dated 19 February 1572 (the '**Charter**') a body corporate by the name of the 'Keepers and Governors of the Possessions, Revenues and Goods of the Free Grammar School of John Lyon in the Village of Harrow-on-the-Hill ... in our ... County of Middlesex' was created (the '**Original Corporation**'). The Charter provided that John Lyon:

*"hath purposed in his mind a certain Grammar School, and one Schoolmaster and Usher, within the Village of Harrow-on-the-Hill, in the said County of Middlesex, of new to erect, found, and for ever to establish for the perpetual education teaching and instruction of Children and Youth of the said Parish; and Two Scholars within our University of Cambridge and also Two Scholars within our University of Oxford, liberally to endow and maintain, and other common ways, as well between Edgware and London as in other places, at his own very great charge, intends to repair and mend, and other endowments and works of piety, to the very great comfort and encouragement of the Scholars within the said parish applying themselves to learning, thereby giving a very good example to all others to imitate the like hereafter, and also to the common profit of all our subjects*

*We therefore ... of our special grace, and also of our certain knowledge and mere motion do will, grant and ordain ... that for ever hereafter there be and shall be one Grammar School in the Village of Harrow-on-the-Hill ..., which shall be called the Free Grammar School of John Lyon, for the bringing up, teaching and instruction of Children and Youth in Grammar, for all time hereafter coming ...".*

- B. By the Public Schools Act 1868 (the '**1868 Act**'), Special Commissioners (appointed pursuant to provisions of the 1868 Act) were given the power to make statutes for determining and establishing the constitution of a new governing body of Harrow School (the '**New Governing Body**') to act in the place of the Original Corporation.
- C. All powers previously vested in the Original Corporation were to be exercised by the New Governing Body on its establishment.
- D. The constitution of the New Governing Body was determined and established by a statute made by the Special Commissioners on 28 July 1871 (the '**1871 Statute**').

- E. The Public Schools (Shrewsbury and Harrow Schools Property) Act 1873 (the ‘**1873 Act**’) provided that the New Governing Body would, from and after the dissolution of the Original Corporation, be deemed to be incorporated by the name of The Keepers and Governors of the Possessions, Revenues and Goods of the Free Grammar School of John Lyon within the town of Harrow-on-the-Hill in the county of Middlesex (the ‘**Corporation**’).
- F. The 1873 Act gave the Corporation the power to submit to the Special Commissioners a scheme providing for the transfer to the Corporation of all the property vested in the Original Corporation.
- G. A scheme was made by the Corporation pursuant to the 1873 Act on 12 May 1874. Under the scheme all property and rights of every description to which the Original Corporation had been entitled to at that date and all powers, rights, authorities, duties and privileges, by Charter, Act of Parliament, Statute, Instrument of Endowment, custom or otherwise that were at that date vested in or exercisable by or incumbent on the Original Corporation, were transferred to and vested in the Corporation. The Original Corporation was dissolved.
- H. The Corporation thereby became the new governing body of Harrow School.
- I. The 1868 Act gave the Corporation the power to consolidate or amend any existing statutes or regulations relating to Harrow School and to repeal any statute or regulation that had become obsolete or incapable of observance, subject always to the approval of Her Majesty in Council.
- J. In 1874 the Corporation exercised this power and made statutes which were approved and sealed by the Special Commissioners on 28 February 1874 and approved by Her Majesty in Council on 7 July 1874 (the ‘**1874 Statutes**’).
- K. The 1874 Statutes provided for the establishment and maintenance of a “*subordinate school*” called The John Lyon School. The Corporation now owns, maintains and operates two schools, Harrow School and The John Lyon School.
- L. The 1871 Statute and the 1874 Statutes have been amended in accordance with the aforementioned powers by Statutes approved by His or Her Majesty in Council on the following dates:
- (i) 19 May 1898
  - (ii) 26 April 1920
  - (iii) 5 November 1929
  - (iv) 3 July 1939
  - (v) 30 October 1945
  - (vi) 25 November 1949
  - (vii) 10 February 1955
  - (viii) 24 January 1957
  - (ix) 26 December 1961
  - (x) 18 September 1965
  - (xi) 4 December 1974
  - (xii) 17 September 1975
  - (xiii) 22 April 1998
- (together, the ‘**Amending Statutes**’).
- M. By section 11 of the 1868 Act it is enacted that any Statute made in exercise of the powers of that Act may at any time or times be repealed or altered by the Governing Body for the

time being in the same manner and subject to the same provisions in and subject to which Statutes may be made by the Governing Body.

- N. The Corporation in exercise of its said powers with the approval of Her Majesty in Council now wishes to repeal and replace the provisions of the 1871 Statute, the 1874 Statutes, the Amending Statutes and any other Statutes in force in respect of the School (the '**Old Statutes**').
- O. The following Statutes repeal and replace the Old Statutes with effect from the date of the Order in Council signifying such approval.

## STATUTES

### 1. Interpretation

In these Statutes, where the context admits, the definitions in the Recitals and the following definitions and rules of construction shall apply:

- 1.1 '**Awards**' shall mean scholarships, exhibitions, bursaries, grants, prizes, concessions and other awards.
- 1.2 '**Charitable**' shall mean charitable according to the laws of England and Wales.
- 1.3 '**Charity Commission**' shall mean the Charity Commission for England and Wales or any successor body.
- 1.4 '**Connected Entity**' shall mean any Entity that shall from time to time be under the direct or indirect control of the Corporation.
- 1.5 '**Connected Person**' shall mean:
  - 1.5.1 a child, parent, grandchild, grandparent, brother or sister of a Governor;
  - 1.5.2 the spouse or civil partner of a Governor or of any person referred to in Statute 1.5.1 above;
  - 1.5.3 a person carrying on business in partnership with a Governor or with any person falling within Statute 1.5.1 or 1.5.2 above;
  - 1.5.4 an Entity which is controlled:
    - 1.5.4.1 by a Governor or any Connected Person falling within Statute 1.5.1, 1.5.2 or 1.5.3 above; or
    - 1.5.4.2 by two or more persons falling within Statute 1.5.4.1 when taken together;
  - 1.5.5 a body corporate in which:
    - 1.5.5.1 the Governor or any Connected person falling within Statutes 1.5.1, 1.5.2 or 1.5.3 above has a substantial interest; or
    - 1.5.5.2 two or more persons falling within Statute 1.5.5.1 who, when taken together, have a substantial interest.
  - 1.5.6 Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting

the terms used in this Statute 1.5.

- 1.6 **'Corporation Funds'** shall mean all property of the Corporation except Restricted Funds.
- 1.7 **'Electronic Form'** shall mean a document or information sent or supplied by Electronic Means.
- 1.8 **'Electronic Means'** refers to communications addressed to specified individuals and transmitted by means of electronic communications, including by fax or email.
- 1.9 **'Entity'** shall mean any company, partnership, trust, foundation, establishment, association or other body established or resident in any part of the world and whether or not it has separate legal personality and/or corporate identity, and **'Charitable Entity'** shall mean an Entity which is a charity under English law.
- 1.10 **'Financial Benefit'** shall mean a benefit, direct or indirect, which is either money or has monetary value.
- 1.11 A **'Governor'** shall mean a member of the Corporation, and the governors shall be referred to collectively as the **'Governors'** or the **'Governing Body'**.
- 1.12 **'Hard Copy Form'** shall mean a document on paper or similar form capable of being read.
- 1.13 The **'Head'** shall have the meaning given in Statute 19.
- 1.14 **'The JLS'** shall mean The John Lyon School, the school established and maintained by the Corporation in the Parish of Harrow and governed by the governing body of The John Lyon School in accordance with regulations for management and administration made on 12 June 2010 by the Corporation (pursuant to the power which had been conferred upon the Corporation at that time by Statute IV of the 1874 Statutes).
- 1.15 A **'master of Harrow School'** shall mean any member of the academic staff of Harrow School, not including the Head.
- 1.16 **'The Objects'** shall mean the objects of the Corporation as described in the Charter.
- 1.17 **'Restricted Funds'** shall mean any property of the Corporation which is subject to any separate trust, express restriction or express method of application or investment.
- 1.18 The **'Schools'** shall mean Harrow School, The John Lyon School and such other school or schools as shall from time to time be under the direct or indirect control of the Corporation.
- 1.19 A **'School year'** shall mean the twelve month period beginning on 1 September and ending on 31 August or such other period as the Governing Body may determine from time to time.
- 1.20 **'written'** or **'in writing'** refers to a legible document that may (subject to any contrary provision of these Statutes) be in Hard Copy Form or in Electronic Form.
- 1.21 A person controls an Entity if the person is able to secure that the affairs of the Entity are conducted in accordance with that person's wishes.
- 1.22 Any number calculated by reference to a fraction shall be rounded up to the next nearest whole number.
- 1.23 References to a person shall include a body of persons, corporate or unincorporated.

- 1.24 References to property of, taken or held by the Corporation shall include money, investments and other property and assets (including real property, personal property and intellectual property) and all rights thereto of whatever nature and wherever situated.
- 1.25 References to any statutory provision shall include any statutory modification or re-enactment of such provision.
- 1.26 Words denoting the singular shall include the plural and vice versa.
- 1.27 Words denoting any gender shall include all genders.
- 1.28 The clause headings are included for reference only and shall not affect the interpretation of these Statutes.

## **2. Name**

The name of the Corporation is “The Keepers and Governors of the Possessions, Revenues and Goods of the Free Grammar School of John Lyon, within the town of Harrow-on-the-Hill”.

## **3. Office**

The office of the Corporation is at 5 High Street, Harrow-on-the-Hill, Middlesex HA1 3HP or such other address as the Governing Body shall determine from time to time.

## **4. Repeal of existing Statutes**

- 4.1 Subject to the provisions of the 1868 Act (as amended) and Statute 4.2 below, the Old Statutes shall from and after the date of these Statutes be repealed and replaced with these Statutes but not so as to affect the legality or validity of any act of the Corporation or the Governing Body made pursuant to and in accordance with the powers granted by the Old Statutes prior to the date of these Statutes including any regulations made thereunder, which shall survive and continue in force, subject to amendment from time to time pursuant to and in accordance with the powers granted hereunder.
- 4.2 All powers which at the time of the 1868 Act were vested in the Governing Body at that time by Act of Parliament, Charter, Instrument of Endowment, custom or otherwise shall continue in force and be exercisable by the Corporation.

## **5. The Powers of the Corporation**

- 5.1 The Corporation shall have the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.
- 5.2 Without prejudice to the generality of Statute 5.1, the Corporation shall, in particular, have the powers set out in these Statutes and the Schedule to these Statutes, provided that:
  - 5.2.1 if the Corporation shall take or hold any Restricted Funds, the Corporation shall only deal with such Restricted Funds in the manner allowed by law having regard to the terms of the trusts, express restriction or express method of application or investment to which such Restricted Funds are subject; and
  - 5.2.2 in relation to any land or buildings belonging to the Corporation, the Corporation shall not sell, mortgage, charge, or lease such property without complying with any restrictions on disposition for the time being imposed by law.

## **6. Application of the Corporation Funds**

- 6.1 The income (whether from investments, rents, fees, license fees, royalty payments or from other sources) and capital of the Corporation Funds shall be applied towards the Objects in such manner as the Corporation shall think fit.
- 6.2 The Corporation may determine the priorities for application of the income of the Corporation Funds as it shall think fit.

## **7. Application of the Restricted Funds**

The income (whether from investments, rents, fees, licence fees, royalty payments or from other sources) and capital of the Restricted Funds shall be applied in accordance with the applicable trusts, express restrictions or express methods of application or investment.

## **8. The Governors**

- 8.1 The Governors shall manage the business of the Corporation and may exercise all of the powers of the Corporation.
- 8.2 The Governing Body shall consist of:
  - 8.2.1 one member to be elected by the Governors for the time being who is or has been a member of a faculty of, or a fellow of a college at, the University of Oxford;
  - 8.2.2 one member to be elected by the Governors for the time being who is or has been a member of a faculty of, or a fellow of a college at, the University of Cambridge;
  - 8.2.3 one member to be elected by the Governors for the time being who is a Fellow of the Royal Society or is a current or former Research Fellow of the Royal Society;
  - 8.2.4 one member to be elected by the Lord Chief Justice for the time being;
  - 8.2.5 one member to be elected by the Head and the masters of Harrow School for the time being;
  - 8.2.6 at least ten other members to be elected by the Governors for the time being; and
  - 8.2.7 such further and additional members as from time to time shall be elected by the Governors for the time being but so that the total number of members of the Governing Body and the Corporation shall not at any time exceed 25.
- 8.3 Each of the Governors elected pursuant to Statute 8.2 shall hold office for a period of five years only but shall thereafter be eligible for re-election for a maximum of two further consecutive terms of up to five years each provided that in exceptional circumstances the Governors may permit a Governor to serve for a fourth term of up to five years so long as no more than five Governors will be serving a fourth term at any one time.
- 8.4 The Governing Body may make such regulations as to qualification for membership of the Governing Body as it thinks fit.
- 8.5 Subject to Statute 8.6, any person, not being the Head, the Bursar, the Clerk, a master of Harrow School or any other employee of the Corporation or of any Connected Entity, may be elected a Governor if duly qualified in the judgement of the person or persons by whom he or she is elected to take part in the government of the Corporation.
- 8.6 If a person is prohibited from election as a Governor by virtue only of his/her employment by a Connected Entity, he/she may, in exceptional cases, notwithstanding Statute 8.5 and only

at the discretion of the Governing Body acting in furtherance of the Objects, be elected a Governor, provided that no more than one quarter of the members of the Governing Body shall be employed by a Connected Entity at any one time.

- 8.7 Where a vacancy occurs in the office of a Governor, a replacement member shall be elected by the person or body of persons aforesaid who, for the time being, has the power under Statute 8.2 of electing the member in respect of whom the vacancy occurs.
- 8.8 Subject to Statute 8.9, the replacement member shall be elected within three months of the vacancy occurring.
- 8.9 Where a vacancy occurs in the office of a Governor elected under Statutes 8.2.6 or 8.2.7, nothing in Statute 8.8 shall require the vacancy to be filled in accordance with Statute 8.2.6 or Statute 8.2.7 so long as there shall be at least ten members of the Governing Body elected by the Governors for the time being and not falling within Statutes 8.2.1, 8.2.2, 8.2.3, 8.2.4 or 8.2.5.
- 8.10 If any vacancy in the office of Governor elected under Statutes 8.2.4 or 8.2.5 is not filled within three months after the date of its occurrence, the Governors for the time being may elect a suitable individual (not being one of their number) to fill such vacancy.
- 8.11 A Governor shall cease to hold office if he or she:
  - 8.11.1 is disqualified from acting as a Governor by virtue of sections 178 and 179 of the Charities Act 2011;
  - 8.11.2 in the written opinion, given to the Corporation, of a registered medical practitioner has become physically or mentally incapable of acting as a Governor and may remain so for more than three months;
  - 8.11.3 resigns as a Governor by notice to the Corporation but only if at least three Governors will remain in office when the notice of resignation is to take effect;
  - 8.11.4 is absent without the permission of the Governors from all their meetings held within a period of two consecutive calendar years and the Governors resolve that his or her office be vacated; or
  - 8.11.5 is removed in accordance with Statute 9.

## **9. Suspension and removal of Governors**

- 9.1 A Governor may be suspended or removed from office by the Governing Body in accordance with this Statute 9.
- 9.2 Suspension
  - 9.2.1 A Governor's term of office shall cease for a temporary period (a '**Suspension Period**') if:
    - 9.2.1.1 at least one third of all Governors (excluding the relevant Governor) have requested (by written notice to the Clerk stating the reason(s) for the request) that the relevant Governor be suspended from office for a temporary period; and

9.2.1.2 he/she (the '**Suspended Governor**') has received written notice of the suspension of his/her term of office and the reason(s) for the suspension (the '**Suspension Notice**').

9.2.2 The Suspension Period shall be for an initial period of 90 days (or such shorter period as the Clerk thinks fit) from the date of the relevant Suspension Notice.

9.2.3 The Suspension Period may be:

9.2.3.1 extended for a further period of up to 90 days (and the Suspension Period may be so extended more than once); or

9.2.3.2 may be determined,

in each case by resolution of the Governing Body passed at a meeting of the Governing Body convened and held in accordance with Statute 9.4 by a majority of the Governors present and entitled to vote (excluding the Suspended Governor).

9.2.4 Provided he/she is not removed in accordance with Statute 9.3, a Suspended Governor shall resume office at the end of his/her Suspension Period (but for the avoidance of doubt the period of his/her term of office shall remain unchanged).

### 9.3 Removal

9.3.1 A Suspended Governor may be removed by a resolution of the Governing Body passed at a meeting of the Governing Body convened and held in accordance with Statute 9.4 by at least two thirds of the Governors present and entitled to vote (excluding the Suspended Governor).

9.3.2 A resolution to remove a Governor who is not a Suspended Governor (a '**Named Governor**') may be proposed by at least one third of all Governors (excluding the Named Governor) who must request a meeting (by written notice to the Clerk stating the reason(s) for the request) to propose the resolution to remove the Named Governor.

9.3.3 A Named Governor may be removed by a resolution of the Governing Body passed at a meeting of the Governing Body convened and held in accordance with Statute 9.4 by at least two thirds of the Governors present and entitled to vote (excluding the Named Governor).

### 9.4 Resolutions

- 9.4.1 Any resolution of the Governing Body passed under Statutes 9.2 or 9.3 may only be passed if:
  - 9.4.1.1 it is passed at a meeting of the Governing Body (and not by written resolution) that is quorate under Statute 11.6.
  - 9.4.1.2 all Governors including the Suspended Governor or Named Governor (as the case may be) have been given at least 21 clear days' notice in writing of the meeting at which the resolution will be proposed, the terms of the resolution and the reason(s) why the resolution is to be proposed;
  - 9.4.1.3 subject to Statute 9.4.2, the Suspended Governor or Named Governor (as the case may be) has been invited to make representations to the Governors in writing or orally to a meeting of the Governing Body; and
  - 9.4.1.4 any such representations are considered by the Governors attending the meeting.
- 9.4.2 A Suspended Governor or Named Governor (as the case may be) shall only be allowed to make representations to the Governors pursuant to Statute 9.4.1.3 if, at least 48 hours (or such shorter period as may be agreed by the Governors attending the relevant meeting) before the meeting of the Governing Body at which the resolution will be proposed:
  - 9.4.2.1 in the case of written representations, the Suspended Governor or Named Governor (as the case may be) has submitted such written representations to the Clerk; or
  - 9.4.2.2 in the case of oral representations, the Suspended Governor or Named Governor (as the case may be) has notified the Clerk of his/her intention to make such representations.

## **10. Chairman of the Governors**

- 10.1 Meetings of the Governing Body shall be chaired by the person who has been elected as Chairman for the time being.
- 10.2 At the final (summer) meeting of the Governing Body held by them in every School year, the members of the Governing Body present at such meeting shall choose one of their body to act as Chairman of the Governing Body for the following School year, and shall also, if they think fit, choose another member to act as Deputy Chairman for the same period.
- 10.3 If the Chairman or Deputy Chairman resigns, dies or ceases to be a member of the Governing Body during his or her period of office, the members present at the meeting of the Governing Body next after the occurrence of such vacancy may choose some other member to fill the vacancy, and the member so chosen shall hold office as long as the person in whose place as Chairman or Deputy Chairman (as may be the case) he or she is chosen would have held the same.
- 10.4 If at any meeting of the Governing Body the Chairman of the Governing Body is not present, the Deputy Chairman shall be Chairman at that meeting.
- 10.5 If at any meeting of the Governing Body neither the Chairman nor Deputy Chairman of the Governing Body is present, the members present shall choose one of their number to be Chairman at that meeting.

10.6 In case of equality of votes at any meeting of the Governing Body the Chairman of the meeting shall have a second or casting vote.

## **11. Meetings, quorum and voting of the Governing Body**

- 11.1 The Governing Body shall hold at least two meetings in each School year.
- 11.2 Minutes of the proceedings at every meeting of the Governing Body shall be entered in a minute book and signed at the next meeting by the then Chairman.
- 11.3 Governors shall attend meetings of the Governing Body in person or by any other suitable method of communication (such as telephone conference call or video conference) in which all participants shall be able to communicate with all the other participants (and references to a Governor being present at a meeting of the Governing Body shall include his/her attendance by any such other method of communication).
- 11.4 No business shall be transacted at a meeting of the Governing Body unless a quorum is present.
- 11.5 Subject to Statute 11.6, the quorum at a meeting of the Governing Body shall be eight or one third of the total number of Governors, whichever is the less, or such larger number as may be decided from time to time by the Governors.
- 11.6 For the purposes of any meeting (or part of a meeting) of the Governing Body held pursuant to Statute 9.4, the quorum shall be one half of the total number of Governors (excluding the Suspended Governor or Named Governor, as the case may be) or such larger number as may be decided from time to time by the Governors.
- 11.7 Subject to Statutes 9 and 23.2 and to any other contrary provision of these Statutes, a decision of the majority of the Governors present and entitled to vote at any duly constituted meeting of the Governing Body shall be valid and binding on all the Governors.

## **12. Written resolutions of the Governing Body**

- 12.1 Subject to Statutes 9 and 23.2 and to any other contrary provision of these Statutes, a written resolution of the Governing Body may be passed in accordance with this Statute 12 in substitution for passing a resolution at a duly constituted meeting of the Governing Body and shall have effect as if passed at a duly constituted meeting of the Governing Body.
- 12.2 A copy of a resolution proposed as a written resolution must be sent to every Governor in Hard Copy Form or Electronic Form accompanied by a statement informing the Governor:
  - 12.2.1 how to signify agreement to the resolution; and
  - 12.2.2 as to the date by which the resolution must be passed if it is not to lapse pursuant to Statute 12.7 below.
- 12.3 A Governor signifies his/her agreement to a proposed written resolution when the Corporation receives from him/her (in Hard Copy Form or in Electronic Form) a document or notice in writing that has been authenticated by him/her in accordance with Statute 12.4 below:
  - 12.3.1 identifying the resolution to which it relates; and
  - 12.3.2 indicating his/her agreement to the resolution.
- 12.4 A document or notice in writing sent in Hard Copy Form is sufficiently authenticated if it is signed by the Governor sending it. A document or notice in writing sent in Electronic Form is

sufficiently authenticated if the communication contains or is accompanied by a statement of the identity of the Governor sending it and the Corporation has no reason to doubt the truth of that statement.

- 12.5 A Governor's agreement to a written resolution, once signified, may not be revoked.
- 12.6 A written resolution is passed when a simple majority of the Governors entitled to vote have signified their agreement to it unless it is a written resolution to repeal or alter these Statutes, which is passed only when at least two thirds of the Governors entitled to vote have signified their agreement to it.
- 12.7 A proposed written resolution lapses if it is not passed before the end of 28 days beginning with the date on which copies of it are sent or submitted to the Governors in accordance with this Statute 12 (or if copies are sent or submitted to Governors on different days, to the first of those days).

### **13. Delegation to committees**

- 13.1 The Governing Body may delegate such of the Corporation's powers as it shall think fit to committees consisting of at least two individuals, of whom at least one shall be a Governor, in accordance with this Statute 13.
- 13.2 The Governing Body shall make regulations for the conduct of such committees which shall include provision for the appointment, composition, remit and terms of reference of every such committee and may include the express power to sub-delegate.
- 13.3 The Governing Body may from time to time amend, revoke, repeal or replace such regulations as it shall think fit.
- 13.4 All acts and proceedings of any such committee shall be minuted and reported to the Governing Body.

### **14. Conflicts of interest**

The Governing Body shall make regulations to govern procedures to be followed in recognising, declaring and managing conflicts of interest and conflicts of loyalty.

### **15. Benefits to Governors and Connected Persons**

- 15.1 Subject to Statutes 15.2 and 16, no Governor or Connected Person may receive any Financial Benefit from the Corporation.
- 15.2 Subject to regulations made pursuant to Statute 14, a Governor or Connected Person may:
  - 15.2.1 receive a benefit from the Corporation in the capacity of a beneficiary of the Corporation provided that it is available generally to the beneficiaries of the Corporation;
  - 15.2.2 enter into a contract for the supply of goods or services to the Corporation or to any Connected Entity;
  - 15.2.3 receive interest on money lent to the Corporation at a reasonable and proper rate;
  - 15.2.4 receive rent for premises let by the Governor or Connected Person to the Corporation. The amount of the rent and the other terms of the lease must be reasonable and proper;

- 15.2.5 take part in the normal trading and fundraising activities of the Corporation on the same terms as members of the public;
- 15.2.6 receive payment or reimbursement for his or her reasonable out-of-pocket expenses incurred by the Governor in connection with his or her performance of his or her duties as a Governor;
- 15.2.7 benefit from the payment of any premium in respect of indemnity insurance as referred to in Statute 16 below;
- 15.2.8 subject to Statute 8.6, be an employee of a Connected Entity; or
- 15.2.9 receive other payments or benefits with the prior approval of the Charity Commission.

## **16. Indemnity insurance**

So far as permitted by law, the Governing Body shall have power to provide such indemnity insurance as it thinks fit to cover the actual or potential liability of the Governors, the Head, the Bursar, the Clerk or any other officer of the Corporation which by virtue of any rule of law may attach to them.

## **17. Indemnity**

- 17.1 Every Governor shall be entitled to be indemnified out of the Corporation Funds in respect of costs and liabilities properly incurred.
- 17.2 A Head, Bursar, Clerk or other officer of the Corporation may be indemnified out of the Corporation Funds in respect of costs and liabilities properly incurred.
- 17.3 The Governing Body may make regulations governing entitlement to and the power to claim indemnification out of the Corporation Funds in respect of costs and liabilities properly incurred.

## **18. Carrying on a school or schools**

- 18.1 The Governing Body may carry on schools under the names of Harrow School and The John Lyon School respectively or such other name or names as it may decide from time to time.
- 18.2 The Governing Body may, directly or indirectly, establish, maintain, support or carry on such other school or schools as it shall in its discretion think fit.
- 18.3 The Governing Body may delegate such of its powers and functions relating to the carrying on, management and administration of any of the Schools to any persons or Entity as it shall think fit and shall make regulations governing such delegation. The Governing Body may, from time to time, amend, revoke, repeal or replace such regulations (and any regulations made prior to the date of these Statutes) as it shall think fit.

## **19. Management of the Harrow School**

- 19.1 The Governing Body shall appoint a Head Master or Head Mistress (**'the Head'**) of Harrow School.
- 19.2 The Governing Body may delegate such of its powers and functions relating to the carrying on, management and administration of Harrow School as it shall think fit to the Head pursuant to a written contract of employment between the Head and the Corporation which

shall set out his or her duties, responsibilities, powers and authority and shall in particular determine the functions to be exercised respectively by the Governing Body and the Head.

19.3 The Governing Body shall appoint:

19.3.1 the Bursar to the Governing Body (**'the Bursar'**); and

19.3.2 the Clerk to the Governing Body (**'the Clerk'**).

## **20. The Seal**

20.1 The seal of the Corporation (**'the Seal'**) may only be used with the authority of the Governing Body.

20.2 The Governing Body may decide by what means and in what form the Seal is to be used and may make regulations for its use.

## **21. Awards**

The number, value, title and terms of any Awards that may be offered by the Corporation shall be such as the Governing Body, having regard to the available funds for the purpose, shall from time to time determine, subject to any express powers or restrictions that may apply to such available funds.

## **22. Accounts**

22.1 The Governing Body shall maintain financial records, and shall prepare, submit and file such annual reports and accounts (**'Accounts'**) and returns in respect of the Corporation and any Connected Entities as is required by law.

22.2 The Accounts shall normally be submitted for the approval of the Governing Body not more than nine months after the end of the period to which they relate. If approved, the Accounts shall be signed by two Governors, one of whom shall be the Chairman.

## **23. Construction and Amendment of these Statutes**

23.1 These Statutes, notwithstanding any non-recital, mis-recital, uncertainty or imperfection therein, shall be construed in every case most favourably to the Corporation and to the promotion of the Objects.

23.2 Any time period specified by any of these Statutes (except Statute 8) may, in exceptional circumstances, be waived or varied by the agreement of a majority of the Governors present at the relevant meeting of the Governing Body, provided that such majority includes any Governor(s) affected by such waiver or variation.

23.3 Subject to the 1868 Act, any of the provisions of these Statutes may be repealed or altered, provided that such changes:

23.3.1 have been approved by a resolution of the Governing Body as follows:

23.3.1.1 if the resolution is proposed at a meeting, at least 21 clear days' notice in writing of the meeting must be given to all Governors, specifying the resolution to be proposed and the resolution must be passed by at least two thirds of the Governors present and entitled to vote; or

23.3.1.2 if the resolution is a written resolution, the resolution must be passed by at least two thirds of all Governors entitled to vote; and

23.3.2 have been approved by Her Majesty, Her Heirs or Successors in Council.

23.4 If so repealed or altered in whole or in part, these Statutes shall continue and operate as so repealed or altered accordingly but not so as to affect the legality or validity of any act of the Governing Body made prior to the date of such repeal or alteration.

## **SCHEDULE: POWERS OF THE CORPORATION**

Pursuant to Statute 5 the Corporation has the following powers, exercisable in furtherance of the Objects but not further or otherwise:-

### **1. Rules, regulations and policies**

- 1.1. The Corporation may make such rules, regulations and policies as to the affairs, the conduct of business and the management and administration of the Corporation, the Schools and the property of the Corporation as it shall think fit and may, from time to time, amend, revoke, repeal or replace such regulations (and any regulations made prior to the date of these Statutes) as it shall think fit.
- 1.2. No rule, regulation or policy shall be valid if it is inconsistent with, or purports to affect or repeal anything contained in these Statutes.

### **2. Powers of investment**

The Corporation may invest such of its property not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may be imposed or required by law.

### **3. Power to appoint investment managers**

The Corporation, or any committee to whom the powers of investment have been delegated, may appoint professional investment managers to exercise all or any of the Corporation's powers of investment upon such terms and at such reasonable remuneration as the Corporation, or any committee to whom the powers of investment have been delegated, thinks fit.

### **4. Custodians and nominees**

The Corporation, or any committee to whom the powers of investment have been delegated, may arrange for all or any part of the property of the Corporation to be held in the name of any corporation or any other person (being, if individuals, at least two in number) as nominee or custodian for the Corporation, on such terms as the Corporation, or any committee to whom the powers of investment have been delegated, thinks fit.

### **5. Acquisition of property**

Subject to such consents as may be required by law, the Corporation may purchase, take on lease, or in exchange, hire or otherwise acquire any property (whether real or personal and whether within or outside the United Kingdom) and any rights or privileges the acquisition of which the Corporation may think necessary or convenient.

## **6. Disposal of property**

The Corporation may sell, lease, licence, mortgage, turn to account, manage and improve (subject to the Charities Act 2011 and in particular to Part VII thereof) all or any of its property, subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits attached to such property and to undertake, maintain, execute and do all such lawful acts, matters and things as the Corporation may be obliged or required or ought to do as the owner of such property.

## **7. To establish, maintain and administer Entities**

The Corporation may establish, maintain and administer a trading or non-trading Entity or Entities and (subject to Part VII of the Charities Act 2011), may grant licences or make any disposition of property to such Entities.

## **8. Assistance to and support of other charities**

The Corporation may make contributions, as it shall think fit, towards, or otherwise assist any Charitable Entity.

## **9. To provide facilities**

The Corporation may provide a school or schools, class rooms, offices, board, lodgings and other facilities for pupils, teachers, and other individuals, whether or not instructed or employed by the Corporation, including facilities for study, research, recreation, sports and also performance of artistic and cultural activities of every description.

## **10. Co-operation with other Entities**

The Corporation may establish, support, subsidise, promote or co-operate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other Charitable Entity.

## **11. Amalgamation or merger**

The Corporation may amalgamate or merge wholly or in part, the Corporation or any of the property of the Corporation with or to any Charitable Entity.

## **12. Transferring assets**

The Corporation may transfer or make over with or without valuable consideration any part of the property of the Corporation not required for its purposes to any Charitable Entity.

## **13. Appeals**

13.1. Subject to Statute 13.2 below the Corporation may procure and appeal for and accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans of any kind of money or property of any kind.

- 13.2. In raising funds the Corporation shall not undertake any substantial permanent trading activities other than directly in pursuit of the Objects.
- 13.3. The Corporation may accept contributions subject to special trusts or conditions, provided that in relation to any contributions subject to any special trusts or conditions the Corporation shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall deal with or invest the same only in such manner as may be allowed by law, having regard to such trusts or conditions.

#### **14. Acting as trustee**

The Corporation may act as trustee and undertake and execute any Charitable trust and perform any services, gratuitously or otherwise.

#### **15. Borrowing**

Subject to such restrictions imposed on it and such consents as may be required by law, the Corporation may borrow and raise money; may secure by mortgage, charge or lien upon the whole or any part of the property of the Corporation (whether present or future) the discharge by the Corporation or any other person of any obligation or liability; may enter into any derivative arrangement relating to such borrowing; or raise money for the purposes of the Corporation on such terms and in such manner as the Corporation may think fit, provided that the Corporation must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land.

#### **16. Lending**

The Corporation may lend and advance money or give credit with or without security to any person, or Entity, including a trading Entity, may enter into guarantees, contracts of indemnity and suretyships, may receive money on deposit or loan and may secure or guarantee the payment of any sum of money or the performance of any obligation by any person or Entity.

#### **17. Reserves**

The Corporation may establish funds for particular purposes or to maintain reserves.

#### **18. Power to insure property**

The Corporation may insure all or any part of the property of the Corporation against any risk, for any amount and on such terms as it thinks fit.

#### **19. Provision of Awards and allowances at the Schools**

The Corporation may, at its absolute discretion and on such terms as it thinks fit:

- 19.1. institute, establish, contribute towards and administer Awards and other benefactions tenable at the Schools or such preparatory or primary schools (or equivalent educational establishments) as may be approved by the Corporation to pupils selected on grounds of merit or considered worthy of suitable reward or mark of distinction;
- 19.2. provide allowances for pupils in financial need to enable them to attend any one of the Schools or such preparatory or primary schools (or equivalent educational establishments) as may be approved by the Corporation and/or to enable them to participate in extra-curricular activities undertaken for educational purposes and to make such other allowances

as the Corporation shall in its absolute discretion consider appropriate to members of the staff of the Schools or to other persons for the education of their children;

- 19.3. institute, establish, contribute towards and administer leaving Awards to pupils leaving the Schools in that School year and tenable at any university or other institution of higher or further education (including professional or technical education) approved by the Corporation or for the purpose of enabling the pupil to pursue a course of study approved by the Corporation or to prepare for, or enter, employment or some other work or calling.

Sealed by the Governing Body of Harrow School this 8th day of March 2016

THE COMMON SEAL of the CORPORATION

Was hereunto affixed in the presence of

TWO OF THE Governors and the Clerk:

*J P Batting*

Chairman

*GWJ Goodfellow*

Governor

*A Millett*

Clerk