

PUBLIC SCHOOLS ACT 1868

The Governing Body of Shrewsbury School has 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 His Majesty in Council to withhold His approval from the whole or any part of the said Statute. Any petition must be received by the Privy Council Office by email to enquiries@pco.gov.uk

Whereas the School known as Shrewsbury School, is a School to which the Public Schools Act 1868 and the Acts amending the same apply;

And whereas the Objects of the School are, for the public benefit, the advancement of education, including the provision of boarding and day schooling;

And whereas under the powers of the said Acts divers Statutes for the School have from time to time been made and approved in the manner provided by the said Acts and divers of the said Statutes have from time to time been amended, repealed or replaced, the later Statutes similarly made and approved with the result that the Statutes of the School now in force by virtue of the said Acts or otherwise consist of the following, namely:-

Statutes determining and establishing the Governing Body, approved by Order in Council on 12 October 1925 and subsequent amendments approved by Orders in Council dated 28/03/1930, 29/07/1937, 03/08/1945, 26/11/1948, 19/06/1953, 30/08/1954, 30/06/1955, 24/04/1956, 11/05/1960, 25/09/1964, 03/08/1965, 20/09/1966, 26/08/1968, 26/06/1979, 24/07/1990, 09/10/2008, and 12/10/2016 .

And whereas it is expedient to amend in divers particulars the Statutes of the School now in force, and to repeal certain parts thereof and consolidate the same with the amendments thereof in one Body of Statutes in manner hereinafter appearing;

Now We, the Governing Body of Shrewsbury School do hereby in exercise of the powers of the Public Schools Act 1868 and of the Acts amending the same and of all other powers enabling us in that behalf enact as follows:-

GENERAL

1. In these Statutes the words in the first column of the table next shall bear the meanings (if not inconsistent with the subject or context) set opposite to them in the second column thereof:

Words	Meanings
The Statutes	These Statutes and the regulations of the Governing Body from time to time in force
The School	Shrewsbury School, a charity registered in

England and Wales with charity number 528413

The Governing Body	The Governing Body of Shrewsbury School
Governor	A member of the Governing Body
The Head	The Headmaster or the Headmistress of the School
Assistant Teachers	Assistant Teachers of the School
Year	An academic year from 1 September in any one calendar year to the 31 August in the following calendar year

2. Any words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender.
3. References to legislation (whether primary or secondary) shall include any amendment, re-enactment or modification thereof and reference to an Act of Parliament shall include any secondary legislation made under it.

STATUTE (I)

GOVERNORS

1. The Governing Body of the School shall consist of up to 24 Governors who shall hold office as follows:-

Members

Appointed

- (a) Two (2) members to be appointed by Shropshire Council;
- (b) One (1) member to be appointed by the Lord Lieutenant of the County of Shropshire for the time being;
- (c) One (1) member to be appointed by agreement between the Chair of the Common Room, the Head, and the Chair of the Governing Body (and who shall be known as the Teaching and Support Staff Liaison Governor); and

Co-opted

- (d) Not more than twenty (20) members who shall be co-opted by the Governing Body for the time being in accordance with such process and guidelines as the Governing Body may from time to time determine.

Qualification of Members

(e) Any person not being the Head or one of the Assistant Teachers may be elected, appointed or co-opted a member of the Governing Body who is duly qualified in the judgment of the person or persons by whom he or she is appointed or co-opted to take part in the Government of the School as a place of liberal education.

Mode of filling up vacancies

(f) Vacancies occurring in the offices of the appointed members of the Governing Body shall be filled in the manner following, that is to say:— Every such vacancy shall be filled within six calendar months after the date of its occurrence by the appointment of a member of the Governing Body by the person or body of persons who had the power of appointing the member in respect of whom the vacancy occurs. If any such vacancy as aforesaid is not filled within six calendar months after the date of its occurrence, His Majesty The King may by Order in Council make such appointment, or fill such vacancy, by the nomination of any qualified person whom He may think fit, subject to the following proviso, namely, that the making of such appointment or filling of such vacancy shall not confer upon His Majesty any power of filling any subsequent vacancy, unless the person or body of persons empowered by these Statutes to fill such vacancy have failed to do so within six calendar months after the vacancy has occurred.

Cessation of Membership

(g) A member of the Governing Body shall cease to be a Governor if he or she:-

- (i) be absent from every meeting of the Governing Body during the space of two years; or
- (ii) gives not less than one month's notice in writing of his or her intention to resign; or
- (iii) is disqualified from acting as a charity trustee by virtue of Sections 178 - 180 of the Charities Act 2011.

(h) In co-opting the twenty members of the Governing Body, the Governors shall have regard to their published guidelines for the appointment and re-appointment of Governors.

STATUTE (II)

***THE POWERS AND RESPONSIBILITIES
OF THE GOVERNING BODY***

1. The School shall be conducted by the Governing Body which shall have the following powers:-
 - (a) To provide, erect, construct lay down, enlarge, alter, maintain, improve, equip, manage and superintend (and by subsidiary endowment or contribution or otherwise assist or take part in so doing) any school houses, boarding and residential houses for the

use and accommodation of pupils and staff, classrooms, laboratories, gymnasium, sanatoriums, playgrounds, playing fields and other sports and recreational facilities, reading rooms, libraries and studios and generally any buildings, works, machinery and conveniences that are in the interests of the School.

- (b) To invite and receive contributions from any person or persons whatsoever by way of subscription and donation.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges.
- (d) To borrow or raise funds by any lawful means except by permanent trading otherwise than in furtherance of the objects of the School subject nevertheless to the restrictions on mortgages of School land imposed by section 124 of the Charities Act 2011 unless the mortgage is excepted from such restrictions by virtue of section 124(9) or 124(10) of the said Act.
- (e) To let or otherwise manage all the land belonging to the School and not otherwise required to be retained or occupied for the purposes thereof subject nevertheless to complying with the restrictions on disposition imposed by sections 117 and 119 - 123 of the Charities Act 2011 unless the disposition is excepted from such restrictions by virtue of sections 117(3)(c) or (d) or 117(4) of the said Act.
- (f) To sell or exchange any land belonging to the School and not required for the purposes thereof and to do and execute all proper acts and assurances for carrying the sale or exchange into effect subject nevertheless to complying with the restrictions on disposition imposed by sections 117 and 119 - 123 of the Charities Act 2011 unless the disposition is excepted from such restrictions by virtue of sections 117(3)(c) or (d) or 117(4) of the said Act.
- (g) To invest capital monies for the time being in the hands of the Governing Body in such stocks, funds, securities or other investments of whatsoever nature and wheresoever and whether real or personal including the purchase of real property in the United Kingdom or elsewhere being either freehold land or leasehold land held upon a lease or underlease having not less than 50 years unexpired, with power (subject to the aforesaid compliance with the terms of the Charities Act 2011) to sell, assign, lease or mortgage any such land as aforesaid and with the like absolute power of varying such investments from time to time to the intent that the Governing Body shall have the same full and unrestricted power of investment and transposing of investments in all respects as if they were absolutely entitled thereto beneficially.
- (h) To permit any investments comprised in a trust fund to be held in the name of any clearing bank, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the Governing Body and to pay any such nominee reasonable and proper remuneration for acting as such.
- (i) To subscribe for, take or otherwise acquire and hold shares, debentures or other securities of or interests in any company or

undertaking established with the intention of directly benefiting the School provided always that appropriate professional advice shall have been sought before making such subscription or acquisition.

- (j) To give reasonable and proper remuneration to any member, officer or servant of the School (not being a member of the Governing Body) for any services rendered to the School.
- (k) To arrange for investments or other property of the School to be held in the name of a nominee company acting under the control of the Governing Body or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- (l) To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
- (m) To insure the property of the School against any foreseeable risk and take out other insurance policies to protect the School when required.
- (n) To pay for indemnity insurance for the Governing Body.
- (o) To enter into contracts to provide services to or on behalf of other bodies.
- (p) To establish or acquire subsidiary companies to assist or act as agents for the School.
- (q) To appoint and remunerate as the investment manager for the School a person who the Governing Body are satisfied after enquiry is a proper and competent person to act in that capacity and who is an individual company or firm authorised to give investment advice under the Financial Services and Markets Act 2000.
- (r) To delegate to an investment manager so appointed powers at his or her discretion to buy and sell investments for the School on behalf of the Governing Body in accordance with the investment policy laid down by the Governing Body provided that where the Governing Body make any delegation under this sub-clause they shall:
 - (i) Inform the investment manager in writing of the extent of the School's investment power and seek his or her written acknowledgement;
 - (ii) Lay down a detailed investment policy for the School and immediately inform the investment manager in writing of it and any changes to it;
 - (iii) Ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (iv) Ensure that it is kept informed of and review on a quarterly basis the performance of its investment portfolio managed by the investment manager and the exercise by him or her of his or her delegated authority;
 - (v) Take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
 - (vi) Review the appointment at such intervals not exceeding twelve months as it thinks fit;
 - (vii) do so on the terms that:

- (1) The investment manager shall comply with the terms of his or her delegated authority;
- (2) The investment manager shall not do anything which the Governing Body does not have the powers to do;
- (3) The Governing Body may with reasonable notice revoke the delegation or vary any of the terms in a way which is consistent with this sub-clause; and
- (4) The Governing Body shall give direction to the investment manager as to the manner in which he or she is to report to it all sales and purchases of investments made on its behalf;

- (s) 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;
- (t) 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; and
- (u) To do all such other lawful things as shall further the School's interests.

2. The income and property of the School shall be applied solely for the benefit of the School and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise howsoever by way of a profit to any Governor provided that:
 - (a) A premium may be paid in respect of any indemnity insurance to cover the liability of the Governors 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 School, provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty and which was committed by the Governors in reckless disregard of whether it was a breach of trust or a breach of duty or not;
 - (b) Reasonable and proper payment shall be made to a member of the Governing Body for expenses incurred in carrying out his or her duties as such a member.
3. Notwithstanding Statute II clause 2 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 him by reason of any such contract, provided that the nature of the interest of the Governor in any such contract has been declared at a meeting of the Governing Body or any sub-committee thereof before the contract is made. No Governor shall vote as such in respect of any contract or arrangement in which he or she shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Governor security for any advance made or guarantee given by him to or for the benefit of the School.

STATUTE (III)

SCHOLARSHIP AND BURSARY FUNDS

1. The Governing Body may create and administer and assist in the creation and administration of scholarships, exhibitions and bursaries.
2. The Governing Body may apply income derived from the property 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 various scholarship and bursary funds or any other charitable trusts established to provide scholarships and bursaries at the School in accordance with rules and regulations which the Governing Body may make in respect thereof.
3. In so far as such trusts, capital, endowment, scholarship and bursary funds have specific trusts, rules and regulations applying to them the Governing Body shall comply with the same and their own rules and regulations shall be read accordingly.

STATUTE (IV)

MEETINGS OF THE GOVERNING BODY

1. The Governing Body shall hold at least two meetings each year.
2. At the last meeting of the Governing Body in each calendar year the members of the Governing Body present at such meeting shall confirm one of their body to act as Chair of the Governing Body for the next ensuing year and shall also, if they think fit, confirm another member to act as Deputy Chair for the same period. At the time of appointment, the members of the Governing Body may choose that the period of office of such Chair and/or Deputy Chair will be longer than one year, but not more than three years. If a Chair or Deputy Chair is appointed for a term of office longer than one year, he or she shall be deemed reappointed at the last meeting of the Governing Body in each calendar year until his or her term of office expires, unless at that meeting the members of the Governing Body decide otherwise.
3. If the Chair or Deputy Chair shall cease to be a member of the Governing Body during his or her period of office, the members present at the next meeting held after the occurrence of such vacancy shall choose some other member to fill the vacancy and the member chosen shall hold office as long as the person in whose place he or she is chosen would have held the same.
4. If at any meeting neither the Chair nor the Deputy Chair of the Governing Body be present, the members present shall choose some one of their number to be Chair at such meeting.

5. In case of an equality of votes at any meeting the Chair of the meeting shall have a second or casting vote.
6. Subject to the provisions of the Statutes the Governing Body may make standing orders with respect to the conduct of its business and the calling of its meetings and may make guidelines for the appointment or re-appointment of the Chair and Deputy Chair of the Governing Body.
7. No business shall be transacted at any meeting of the Governing Body unless five members at least be present, but if not less than five are present at a meeting the validity of any business transacted thereat shall not be affected by any want of service of the notice thereof or summons thereto on any member or by any irregularity in such notice or summons or in the conduct of the business of the meeting.
8. An electronic or physical Minute Book shall be provided by the Governing Body and shall be securely maintained by the Clerk to the Governors.
9. Minutes of all proceedings of the Governing Body and also the names of the Members present shall be entered into the electronic or physical Minute Book and signed by the Chair at the next meeting. In the same physical or electronic Book there shall be recorded the entry into office of every new member of the Governing Body.

STATUTE (V)

FORMATION OF SUB-COMMITTEES

1. The Governing Body may delegate any of their powers (other than the power to borrow) to sub-committees consisting of such Governor or Governors as they think fit and any sub-committee so formed shall, in the execution of the powers so delegated, determine what constitutes a quorum and conform to any regulations imposed on it by the Governing Body. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Statutes for regulating the meetings and proceedings of the Governing Body so far as is applicable and so far as the same shall not be superseded by any regulations made by the Governing Body. Any sub-committee appointed under this Statute may co-opt as additional members thereof any persons whose assistance may be needed to be of value to the work of the sub-committee, provided that the majority of the members of such committee shall be members of the Governing Body and that the majority of members at any meeting of such sub-committee shall be members of the Governing Body. All acts and proceedings of any such committee shall be reported back to the Governing Body as soon as possible such proceedings having been minuted and the Minutes distributed to the Governing Body.

2. The Governing Body shall make rules and regulations for the Constitution and terms of reference of the sub-committees of the Governing Body.

STATUTE (VI)

ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

1. The Governing Body acting together as charity trustees shall comply with their obligations under Part VIII of the Charities Act 2011 with regard to:
 - (a) The keeping of accounting records for the School;
 - (b) The preparation of annual accounts for the School;
 - (c) The preparation of an annual report;
 - (d) The auditing or independent examination of the statement of accounts of the School;
 - (e) The transmission of the statement of accounts and the annual report to the Charity Commissioners.
2. The Governing Body shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual return and its transmission to the Commissioners.

STATUTE (VII)

THE HEAD

1. The Head shall be appointed by and hold his/her office at the pleasure of the Governing Body in accordance with the terms of the Contract of Employment between himself/herself and the Governing Body.
2. The Head shall use his/her utmost endeavours to promote the interests and reputation of the School.
3. Within the general policy and the financial limits from time to time approved or laid down by the Governing Body the Head shall be responsible to the Governing Body for the overall management of the School, the maintenance of good discipline, the setting of the curriculum and the direction of the teaching together with the production of any rules, regulations or policies in pursuit of such responsibilities.

STATUTE (VIII)

ASSISTANT TEACHERS

1. The Assistant Teachers, their number, position and rank in the School shall be subject to such directions as may be given by the Governing Body from time to time.
2. All the Assistant Teachers shall be appointed by and hold their offices at the pleasure of the Head and every Assistant Teacher shall have a

Contract of Employment made between him/herself and the Head, acting on behalf of the Governing Body.

STATUTE (IX)

OFFICERS

The Governing Body may appoint:-

1. An officer to be known as the Chief Operating Officer (Bursar) and Clerk to the Governors who shall have as his/her primary responsibility the care of the property of the School.
2. Such other officers as they may deem it advisable to appoint and shall have power from time to time to regulate as they think fit the duties and reasonable emoluments of the officers of the School and the mode of their appointment.

STATUTE (X)

REPEAL OF EXISTING STATUTES

The foregoing Statutes shall take the place of the Statutes which were approved by Her Majesty Queen Elizabeth II in Council on the 12th day of October 2016 which, except in so far as they are incorporated into these statutes are hereby repealed, but without prejudice to anything previously done or suffered under the same and the repeal thereof shall not operate to revive any of the Statutes Rules and Orders relating to Shrewsbury School which were in force at the time of the passing of the Public Schools Act 1868 and were repealed by the Statutes approved by Her Majesty Queen Elizabeth II in Council on the 12th day of October 2016.

GIVEN under the Common Seal of the Governing Body of Shrewsbury School this 29th day of November in the year of our Lord two thousand and twenty five. The Common Seal of the Governing Body was hereunto affixed in the presence of:-

Governor JAMES PITT (Chair)

Governor DAVID CHANCE (Deputy Chair)

Governor RICHARD BOYS-STONES