

Sands School – Legal and Governance Structure

September 2026. The new Instrument of Government was adopted by the Board of Directors in 2026 and replaces the 1987 original. The School Community Constitution referred to below is currently in draft and under consultation; its content may change before it is ratified.

Sands School is a private company limited by guarantee. In this type of company, members do not make any contribution to the company's capital during its lifetime as they do not purchase shares. The members' liability is limited to the amount that they each agree to contribute to the company's assets if it is wound up.

The constitution of the company describes the governance of the school in three documents: the Memorandum of Association, the Articles of Association and the Instrument of Government. Alongside these, the School Community Constitution sets out how the school community itself — staff and students — governs the daily life of the school.

Memorandum of Association

This is the document that governs the relationship between the company and the outside world. This sets out:

- the company's name;
- where the registered office of the company is to be situated
- what the company will do (its 'objects')
- what can be done with the income and property of the company
- that the constitution cannot be changed in such a way that the company would cease to be a charity
- that the liability of its members is limited.
- the amount every member of the company undertakes to contribute to the company's assets if it should be wound up for payment of the company's debts and liabilities.

Articles of Association

This document sets out the regulations governing the relationships between the members and directors of the company. This sets out regulations for:

- members
- general and extraordinary meetings
- board of directors
- borrowing powers
- accounts and audit
- indemnity

Instrument of Government

This document sets out the roles of the board (the directors), the governors (the members) and the Head in the running of the school.

- Governing body
- Governors' meetings
- Conduct of the school
- Admission of students
- The Head — appointment, mandate, responsibilities and accountability
- Appointment, dismissal and suspension of staff
- Safeguarding
- The bursar and accounts
- Sub-committees, the Clerk, and amendment of the Instrument
- Transitional and interim arrangements

School Community Constitution (in draft)

This document sets out how the school community governs itself: the standing of School Meeting, which decisions sit where, and how the Head is elected by and accountable to

the community. It operates within the legal framework of the Instrument of Government, which prevails in the event of any conflict (IG4.4). It is being developed with the school community and is expected to be ratified at a Special Constitutional School Meeting and then approved by the Board of Directors.

The school's constitution is designed to apportion the legal responsibilities of being a company without putting those with these responsibilities in a position of having authority over the School Community. The Board of Directors have to fulfil the legal duties and they appoint new Governors. However they are regularly elected or re-elected by the Governors. The Governors themselves are bound to have regard to the views and wishes of the School Community.

Board of Directors

- Shall number between three and six (AA22).
- One third of the board members (those longest serving) retire at each AGM (AA30/AA31).
- New directors are elected by the members at the annual general meeting of the company (AA22/AA32).
- The quorum is three (AA38)
- The Board may elect a chair for their meetings (AA40)
- The Board may delegate the management of the affairs of the school to a Board of Governors (AA41) but may not delegate the appointment of Governors (AA41a)
- Any expenditure under delegated power must be in accordance with a budget agreed by the Board (AA41c)
- At the Annual General Meeting they lay before the Company a proper income and expenditure account with a proper balance sheet (AA52).
- The Board adopts and may amend the Instrument of Government, but must first have regard to the views of the Governing Body and the school community (IG16).
- The Board approves the School Community Constitution and any amendments to it (IG4.4). Under the draft Constitution that approval is limited to a review of legal compatibility; the Board does not hold a veto on grounds of disagreement with the content (draft Constitution, Article 14.5).

The Governing Body

- Shall number between five and twelve (IG2.1).
- All members of the Board of Directors are "ex officio" governors (IG2.2).
- The Governors are the members of the company (AA3).
- Governors other than the Directors are appointed by the Board of Directors (IG2.3).
- A Governor's term of office is three years but they may be re-appointed (IG2.3)
- The Chair of the Governors is elected by the Governors from among their number for a term of not more than three years; the first Chair under the new Instrument is appointed by the Board of Directors from among the Governors (IG2.4).
- Governors should not normally serve for more than nine years consecutively but an extension may be agreed by the Board of Directors if it is strongly recommended by the Governing Body (IG2.5).
- The Governing Body meets at least three times a year and the quorum is five (IG3.1, IG3.4).
- The Governing Body appoints all staff, including the Head and the Bursar, and holds ultimate responsibility for safeguarding (IG6.1, IG7.1, IG9.1, IG10.1).
- School management shall be effected by discussion and consensus and due regard shall be taken by the Governors of the views and wishes of the School Community of staff and students on all matters relating to the management, conduct and underlying philosophy of the School (IG4.3).
- The school shall be governed in accordance with the School Community Constitution, which establishes the democratic structures of the school, including the role and authority of School Meeting (IG4.4).

The Head

The following describes the role of the Head under the new Instrument. It applies equally to the Interim Head currently in post under the transitional provisions (IG17.1), who holds all the powers and duties of the Head.

- The Head is appointed by the Governing Body, which makes and reviews that appointment in accordance with the Constitution (IG6.1). The current draft Constitution proposes that the Head will be elected by the school community by secret ballot, from among the staff, and formally appointed by the Governing Body on the basis of that election.
- Under the draft proposal, candidates may stand alone or as a team of two or three on a single ticket. A ticket may stand as equals, in which case they hold the role jointly as co-Heads, or it may designate one candidate as Head and the others as Deputy Head, with the responsibilities of each set out in the nomination.
- The Head's authority comes from two sources: from the Governing Body, to whom they are legally and professionally accountable, and from the school community, whose representative they are. Neither supersedes the other within its proper sphere (IG6.1).
- Certain duties rest with the Head by law and cannot be overridden by School Meeting — safeguarding, safer recruitment, data protection, health and safety, the Independent School Standards, staff conduct and grievance, exclusions, complaints, online safety, and SEND (IG6.4). Where a statutory duty conflicts with a decision of School Meeting, the Head must follow the statutory duty and explain the conflict to the next School Meeting.
- In all other matters within community governance, the Head must act consistently with the wishes of the community as expressed through School Meeting, present their work to School Meeting at least twice each term, and gather and publish anonymous feedback each term (IG6.5).
- The Chair of Governors acts as the Head's line manager and is responsible for the Head's annual appraisal and for any disciplinary matters concerning the Head. Where co-Heads are in post and cannot resolve a disagreement between themselves, the matter is referred to the Chair of Governors (IG6.7).
- Removal from the role of Head is distinct from termination of employment as a member of staff (IG6.2).

Interim arrangements

On adoption of the new Instrument, the Governing Body appoints an Interim Head, having regard to the views and wishes of the school community, to serve until a Head is first appointed under the Constitution (IG17.1). Until the Constitution comes into force, School Meeting continues to operate in accordance with existing convention, and the Interim

Head may not act against the decisions of School Meeting save where required by a statutory duty or by a direction of the Governing Body (IG17.5). The Governing Body must review the interim arrangement each term and report to School Meeting on progress towards the Constitution coming into force (IG17.6). During this period the Governing Body may not direct the Interim Head to act against a decision of School Meeting except where necessary to comply with a statutory duty or to protect the school, and must explain any such direction to School Meeting in writing (IG17.8). If the Constitution has not come into force within twelve months of the Instrument being adopted, the Governing Body must report to the school community in writing, explaining the reasons for the delay and the steps being taken, and must consult the community on continuing the interim arrangements (IG17.7).

"....I should like to stress that for me the most important sentence in these extracts is "School management shall be effected by discussion and consensus" (where I take consensus in its loose sense of trend of opinion rather than unanimity). As Governors all we can do is contribute to the discussion. If any authority were to arise within the school which could override the decisions of the School Meeting - Head, Staff Meeting, Governors or Directors - the School would no longer be a democracy. In my opinion our main duty as Governors is to make sure that this does not happen." David Gribble