

## St David's College – Legal Constitution

1. St David's College ("the School") was established under a Trust Deed ("the Trust") dated 17<sup>th</sup> November 1965, under which the founding Trustees were appointed.
2. The Trust was incorporated on 3<sup>rd</sup> February 1978 as St David's College (Llandudno) Trust Limited ("the Company") (company number 1351369), which name was changed soon after to St David's College Trust (Llandudno) Limited, and the then Trustees of the Trust became Members of the Company, as well as Directors, Charity Trustees and Governors of it. The Company acquired and took over the undertaking of School.
3. The Company is a company limited by guarantee ("CLG"), not a company limited by shares. The Members of a CLG are the equivalent of shareholders of a company limited by shares.
4. The Company is also a charity registered at the Charity Commission under charity number 1075705.
5. A CLG has Members (see above), Directors, Charity Trustees and Governors. The members of the Governing Body, in a CLG like St David's, are also its Directors and its Governors as well as its Members.
6. **MEMBERS:** The Members of a CLG are its founding members (i.e. those who established it in the first place) and/or any subsequently appointed Members. A Member has to be approved by the Governors before he/she can be appointed. Their principal function is to attend the Annual General Meeting of the Company and to transact business at it, including the election of governors (if and when such members of the governing body shall be subject to election) and the appointment of and the fixing the remuneration of the auditors.
7. **DIRECTORS:** The Company has directors who are regulated, under company law, by the Companies Acts. The principal duties of a director are set out in the Companies Act 2006 and are as follows:-
  - Duty to act within powers
  - Duty to exercise independent judgment
  - Duty to exercise reasonable care, skill and diligence
  - Duty to avoid conflicts of interest
  - Duty not to accept benefits from third parties
  - Duty to declare interest in proposed transaction or arrangement
8. **TRUSTEES:** The Company also has Charity Trustees who are regulated, under charity law, by the Charity Commission in England and Wales. The principal duties of a charity trustee can be found on [www.gov.uk](http://www.gov.uk) and are as follows:-
  - Ensure the charity is carrying out its purposes for the public benefit
  - Comply with the charity's governing document and the law
  - Act in the charity's best interests
  - Manage the charity's resources responsibly
  - Act with reasonable care and skill
  - Ensure the charity is accountable

9. **GOVERNORS:** Finally, the Company has Governors who are regulated under education and children laws by Estyn (the Welsh Government's school inspection body) in relation to educational matters and by CSSIW in relation to boarding matters. The role of Governors is strategic not operational, the dividing line sometimes being narrow, and can be summarised as follows:-
- Ensuring the school operates according to its constitution;
  - Setting the school's vision and aims
  - Establishing and maintaining the school's ethos
  - Setting the school's plans and policies
  - Monitoring and evaluating school performance
  - Promoting self-evaluation to sustain school improvement

These criteria are not necessarily exhaustive. More information about the role of governors can be found in the AGBIS Handbook for Governing Bodies.