

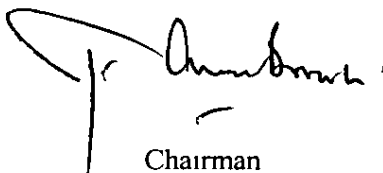
Company No 556463

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
of
HEATHFIELD ST MARY'S SCHOOL
("THE COMPANY")

AT an Extraordinary General Meeting of the Company duly convened and held on 28 November 2007 the following resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

THAT the Articles of Association printed on the document produced to and approved by the meeting and signed for the purpose of identification by the Chairman are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company



Chairman



**THE COMPANIES ACTS 1985 and 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**NEW
ARTICLES OF ASSOCIATION
- OF -
HEATHFIELD ST. MARY'S SCHOOL**

**THE COMPANIES ACT 1985 and 2006
COMPANY LIMITED BY GUARANTEE
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NEW
ARTICLES OF ASSOCIATION
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HEATHFIELD ST. MARY'S SCHOOL
("the Company")**

**Definitions &
Interpretation**

INTERPRETATION

- 1 In these Articles, unless the context otherwise requires
- "the Articles"* means the articles of association of the Company
- "the Board of Governors"* means the directors of the Company, being the charity trustees of the Company (and "Governor" means any one of them)
- "the Bursar"* means the person for the time being holding the post of bursar of the School
- "the Charities Acts"* means the *Charities Act 1993* and the *Charities Act 2006*
- "circulation date"* means the circulation date of a written resolution being the date at which copies of it are sent or submitted to the Members or to at least one Member
- "clear days"* in relation to any period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
- "the Companies Acts"* means the *Companies Act 1985* and the *Companies Act 2006*
- "electronic form"* means a document supplied by electronic means (such as my email or by fax) or by any other means which is in electronic form (such as a disk sent by post)
- "hard copy"* means a document supplied in paper copy or similar form capable of being read
- "the Head"* means the person for the time being holding the post of

headmistress or headmaster of the School

"Member" means a member of the Company each of whom (for the avoidance of doubt) is also a Governor

"the Memorandum" means the memorandum of association of the Company

"month" means calendar month

"office" means the registered office of the Company

"Parent" means the parent or, as the case may be, legal guardian of a Pupil

"Pupil" means a pupil at the School

"Rules" means rules, whether referred to as rules, regulations, a scheme or bye laws, as referred to in Articles 47 to 49

"the School" or "the Schools" means Heathfield St Mary's School and any other school or schools from time to time carried on by the Company

"Secretary" means the secretary of the Company or from April 2008 onwards, if no secretary has been appointed the person appointed to carry out the duties of the secretary of the company,

"the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland

The following rules of interpretation shall also apply

Modification or Re-enactment

Reference to any provisions of the *Companies Acts* or the *Charities Acts* or any other statute shall be a reference to such provisions as modified or re-enacted by any statute or regulations for the time being in force

Meanings where there is no inconsistency

Except as provided above, words or expressions defined in the *Companies Acts* or the *Charities Acts* (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context

Words in the masculine include the feminine gender and vice versa
Words in the singular include the plural and vice versa

Headings, Sub-Headings, Underlinings and Format Lines are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles

OBJECTS

Purposes and Powers

- 2 The Company is established for the purposes and has the powers set out in the Memorandum

MEMBERS

Becoming a Member

- 3 As to persons becoming Members
- (a) the subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be Members subject to their ceasing to be Members in accordance with Article 5,
 - (b) no person (other than the subscribers) shall be admitted as a Member other than a Governor, and
 - (c) every person who wishes to become a Member shall deliver to the Company their consent in hard copy or electronic form an application to become a Member in such form as the Board of Governors may require

Number of Members

- 4 The number of Members shall not be less than TEN, nor more than TWENTY

Ceasing to be a Member

- 5 As to a person ceasing to be a Member
- (a) a person shall cease to be a Member when he ceases to be a Governor and his name shall be removed from the Register of Members,
 - (b) no Member may withdraw from membership except on ceasing to be a Governor (see Article 54 below), and
 - (c) Membership shall not be transferable

GENERAL MEETINGS

General Meetings

- 6 All general meetings shall be called General Meetings
- 7 A General Meeting
- (a) may be convened whenever the Board of Governors see fit, or
 - (b) shall be convened by the Board of Governors if Members holding not less than one-tenth of the total voting rights of all Members make a requisition in hard copy or electronic form pursuant to the provisions of the Companies Acts which must be left at the Office, stating the object of the proposed meeting,

or

- (c) may be convened by the requisitioners if the Board of Governors has not within 21 days from receipt of a requisition given notice to convene the meeting

NOTICE OF GENERAL MEETINGS

Notice of General Meetings

- 8 As to notice of general meetings
- (a) all General Meetings shall be called by at least 14 clear days' notice but may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members, and
- (b) the notice shall specify the time, date and place of the meeting and the general nature of the business to be transacted,
- (c) the notice shall be given to all the Members and to the auditors, and
- (d) the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting
- (e) a Member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

Providing notices and documents to Members

- 9 Notice of meetings or documents shall be sent or supplied to Members by or through a combination of
- (a) hard copy (see Article 91)
- (b) in electronic form (see Article 92)
- (c) by means of a website (see Article 93)

Further provisions on notices

- 10 See Articles 87 to 97 for further provisions relating to sending notices and documents

PROCEEDINGS AT GENERAL MEETINGS

Quorum for General Meetings

11. The quorum requirements for General Meetings are
- (a) THREE Members present in person shall constitute a quorum

for a general meeting,

- (b) a Member shall not be counted in the quorum on any matter on which he is not entitled to vote,
- (c) no business shall be transacted at any meeting unless a quorum is present, and
- (d) if a quorum is not present within 30 minutes from the time appointed for a meeting to start
 - (i) a meeting convened on the requisition of the Members shall be dissolved, or
 - (ii) any other meeting shall be adjourned to such other time date and place not less than seven days and not more than 28 days thence as the chairman shall appoint; or
 - (iii) if the adjourned meeting is inquorate 30 minutes after the time appointed for it to start, the Members present shall constitute a quorum

Majority to Pass a Resolution

- 12 Resolutions, other than special resolutions, put to the vote of a meeting shall be decided on simple majority and special resolutions shall be decided on a majority of at least 75 per cent of those present and entitled to vote

THE CHAIRMAN OF A GENERAL MEETING

Chairman of a General Meeting

- 13 The chairman of a General Meeting shall be
- (a) the Chairman of the Board of Governors, or
 - (b) if he is not present within 15 minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided, the Vice-chairman of the Board of Governors, or
 - (c) if he too is not present within 15 minutes after the time appointed for it to start or is unwilling to preside or has an interest in a matter to be decided, a Member chosen by the Members present to chair the meeting

ADJOURNMENT OF A GENERAL MEETING

Adjournment of a General Meeting

- 14 The procedures for adjournment of a general meeting are
- (a) the chairman of a meeting may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the

meeting to such other time and place within the next 14 days as the chairman thinks fit,

- (b) no business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place, and
- (c) if a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting Otherwise it shall not be necessary to give any such notice

VOTING AT A GENERAL MEETING

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| Voting by a Show of Hands | 15 | A resolution put to the vote of a meeting shall be decided on a show of hands and on a show of hands every Member present in person or by proxy shall have one vote |
| Objection to voting | 16 | No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive |
| Conclusive Evidence of Proceedings | 17 | A declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution |
| Chairman's Casting Vote | 18 | In the case of an equality of votes at a meeting, the chairman shall be entitled to a casting vote in addition to any other vote he may have save pursuant to Articles 33, 34, 53 and 54, but for the avoidance of doubt the chairman shall not have a casting vote in the case of a written resolution of the Members |

PROXIES

| | | |
|---------------------------------|----|--|
| Proxies | 19 | A Member may appoint another person as his proxy to exercise all or any of his rights and to speak and vote at General Meetings of the Company |
| Content of proxy notices | 20 | As to the content of proxy notices <ul style="list-style-type: none">(a) Proxies may only validly be appointed by a notice in hard copy or electronic form (a "proxy notice") which<ul style="list-style-type: none">(i) states the name and address of the Member appointing the proxy, |

- (ii) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed,
 - (iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Governors may determine, and
 - (iv) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate
- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (d) Unless a proxy notice indicates otherwise, it must be treated as
- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (ii) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself

**Delivery of proxy
notices**

21 As to the delivery of proxy notices

- (a) A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- (b) An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given or will be deemed to be revoked where the Member giving the proxy notice attends the meeting in respect of which the proxy notice has been given
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

WRITTEN RESOLUTIONS OF MEMBERS

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| Written Resolutions of Members | 22 | The Company may pass a resolution in writing provided the requisite number of eligible Members have consented to the resolution. Such a resolution will be effective as if it was passed at a General Meeting duly convened and held where the Members would have been entitled to vote upon it. |
| Meaning of eligible Member | 23 | For the purposes of these Articles, an eligible Member is one who would be entitled to attend and vote on the resolution on the circulation date at a meeting. Any objection as to the eligibility of a Member to vote on a written resolution shall, as soon as reasonably practicable, be referred to the Chairman whose decision shall be final and conclusive. |
| Ordinary and special resolutions | 24 | <p>A written resolution is passed once the requisite number of eligible Members have signified their agreement to it. The requisite number is</p> <ul style="list-style-type: none">(a) in the case of an ordinary resolution, a simple majority of the total voting rights of eligible Members, and(b) in the case of a special resolution, a majority of not less than 75 per cent of the total voting rights of eligible Members. |
| Votes | 25 | An eligible Member may only signify his agreement to a resolution (or not as the case may be) on one occasion. |
| Special Resolutions | 26 | Where the Company proposes to pass a special resolution by means of a written resolution, it must state in the written resolution that it is to be passed by means of a special resolution. |
| Circulation and form of written resolutions | 27 | <p>As to the circulation of written resolutions</p> <ul style="list-style-type: none">(a) The Company must send a copy of the resolution to every eligible Member in hard copy form, in electronic form or by means of a website in accordance with Articles 87 to 97. The resolution may consist of several documents in like form, each authenticated on behalf of the Company.(b) A copy of the written resolution must be provided with a statement informing the eligible Member<ul style="list-style-type: none">(i) how to consent to the resolution, and(ii) the date by which the resolution must be passed so that it does not lapse (subject to Article 28). |
| Agreement to written resolutions | 28 | A proposed written resolution will lapse if it is not passed before the deadline set out in the statement accompanying the written resolution and in the absence of such statement shall lapse 56 days after the circulation date. |
| | 29 | Any agreement by a Member to a written resolution is invalid if given after that date. |

- 30 A Member has agreed to a written resolution where the Secretary receives from him in hard copy or electronic form (or from someone acting on his behalf) an authenticated document that
- (a) identifies the resolution to which it relates, and
 - (b) indicates the Members agreement to the resolution
- 31 Once the Members agreement to the resolution has been obtained, it cannot be revoked

APPOINTMENT OF GOVERNORS

The Number of Governors

- 32 The number of Governors shall be not less than TEN and not more than TWENTY each being co-opted pursuant to Article 34 below, EXCEPT THAT the Incorporated Trustees of the Number 1 Trust Fund shall be entitled to appoint up to two additional Governors in accordance with Articles 35, 36 and 37 below

The Company may by ORDINARY RESOLUTION passed in general meeting increase or reduce the number of Governors and determine in what rotation such numbers shall go out of office

Casual Vacancies

- 33 The Board of Governors may appoint any such person as they in their discretion consider suitable to be a Governor to fill a *casual vacancy* or as an additional Governor up to the maximum number of Governors permitted under these Articles at any one time

Co-opted Governors

- 34 Subject to the maximum number provided for pursuant to Article 32 not being exceeded the Board of Governors may appoint to the Board by a simple majority vote such persons as they consider suitable to be co-opted Governors

Nominations

- 35 The Incorporated Trustees of the Number 1 Trust Fund shall have the right to appoint up to two additional Governors ("Nominated Governors") in addition to the maximum number of Governors provided for at Article 32

- 36 A Nominated Governor may be, but need not be, a Trustee of the Incorporated Trustees of the Number 1 Trust Fund, but must be qualified for the purposes of these Articles

Appointment of Nominated Governors

- 37 In relation to the appointment of Nominated Governors
- (a) Before nominating any person to be a Governor of the Company, the Secretary of the Incorporated Trustees of The Number 1 Trust Fund shall submit the nominee's name and details in confidence to the Chairman of the Board of Governors for consideration
 - (b) On receipt of the nominees' name, the Chairman of the Board of Governors may within a reasonable time submit any reservations in respect of the proposed nomination to the

Secretary of the Incorporated Trustees of the Number 1 Trust Fund ("the Reservations")

- (c) The Incorporated Trustees of the Number 1 Trust Fund shall take the Reservations into account before formally appointing the proposed nominee
- (d) The Incorporated Trustees of the Number 1 Trust Fund's right to nominate shall be formally exercised by resolution of the Incorporated Trustees of the Number 1 Trust Fund served on the Company at its Registered Office
- (e) A Nominated Governor shall act as such in his own right and not as the delegate of the Incorporated Trustees of the Number 1 Trust Fund
- (f) Article 35, 36 and this Article may not be amended or altered without the prior written consent of the Incorporated Trustees of the Number 1 Trust Fund, such consent not to be unreasonably withheld

**Pre-Condition to
taking Office as a
Governor**

- 38 Every person wishing to become a Governor may be required to sign a declaration of acceptance and of willingness to act as a Governor, and also consent to become a Member, in the form prescribed by the Board of Governors from time to time, and shall if requested make disclosures for the purposes of a check by the Criminal Records Bureau

Any such declaration shall include confirmation that the proposed Governor is not disqualified from becoming a Governor by reason of any provision in these Articles, whether or not the individual is a communicant member of the Church of England, and whether the individual is a Parent of a Pupil or proposed pupil of the School, but the Board of Governors shall not unless required by law be required to carry out any independent investigation on such matter and shall be entitled to rely upon such confirmation

The Board of Governors shall procure that not less than one half of their number at any one time are communicant members of the Church of England

**The Rights of a
Governor**

- 39 Each new Governor shall become entitled to the rights of being a Governor, including, but not limited to, the right to such information and advice with regard to the activities of the Company as Governors may lawfully and reasonably be able to supply or procure

QUALIFICATIONS AND DISQUALIFICATION OF GOVERNORS

**Qualification to be a
Governor**

- 40 No person shall take office as a Governor

- (a) unless he is a natural person, and not a body corporate,

- (b) unless he is aged 18 or over,
- (c) if he is employed by the Company,
- (d) in circumstances such that, had he already been a Governor, he would have been disqualified from acting under the provisions of Articles 42 or 54 to 56,

but a person may be a Governor notwithstanding that he is the Parent of a Pupil, or prospective or former Pupil, who is in receipt of, or in respect of whom an application is being made for, or is eligible to be considered for, a scholarship, exhibition, bursary, grant, award, prize, other benefaction, maintenance allowance, leaving exhibition or other benefit granted in accordance with the provisions of the Memorandum

Parent Governors

- 41 No Parent of a Pupil attending the School shall be appointed a Governor if as a result of such appointment the number of Governors who are Parents would exceed TWO

Disqualification of Governors

- 42 A person shall be disqualified from holding or continuing to hold office as a Governor if
- (a) he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs, or
 - (b) he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded, or
 - (c) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it, or
 - (d) at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order) or if he ceases to be a Governor by virtue of any provision in the Companies Acts, or
 - (e) he is disqualified from acting as a trustee or director by virtue of section 72 of the Charities Act 1993, or
 - (f) he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated, or
 - (g) at any time his name is included in any list of persons considered to be unsuitable to have access to children or young persons (which shall include, without limitation, the Sex

Offenders Register), or

- (h) at any time prior to taking office as a Governor or since taking office he has been convicted, or charged, and the charge has not been dropped, of an offence of a type, or carrying such punishment, as the Board of Governors may prescribe by Rules made for the purpose, or
- (i) in any other circumstance prior to taking office as a Governor or since taking office considered by the Board of Governors to be material he is disqualified in accordance with Rules made for the purpose

Written Notices to the Secretary

- 43 Where, by virtue of these Articles a person becomes disqualified from holding, or from continuing to hold, office as a Governor, and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give in hard copy or electronic form notice of that fact to the Secretary

Members of any Committee

- 44 Articles 40 to 43 also apply to any member of any committee of the Governors who is not a Governor

POWERS OF GOVERNORS

Governors' Powers

- 45 General provisions concerning Governors' powers are
- (a) subject to the provisions of the Companies Acts, the Charities Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company,
 - (b) no alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Governors which would have been valid if that alteration had not been made or that direction had not been given,
 - (c) the powers given by this Article shall not be limited by any special power given to the Board of Governors by the Articles, and
 - (d) a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Board of Governors

Bank Accounts

- 46 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Board of Governors and shall indicate the name of the Company

RULES

Rules to be made by the Board of

- 47 The Board of Governors may from time to time make such Rules as

Governors

they may deem necessary or expedient or convenient for the proper conduct and management of the Company and its affairs, but consistent always with the terms of the Memorandum and these Articles

48 The absence of any such Rules in respect of any such matter shall not preclude the Board of Governors from otherwise making a determination in any particular case where not inconsistent with the provisions of these Articles

49 A copy of all Rules currently in force from time to time shall be kept with the minutes book of the Company and shall be published in such manner as the Board of Governors consider appropriate having regard to the subject matter of the Rules

DELEGATION OF GOVERNORS' POWERS

**Agreement of the
Company**

50 The Board of Governors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

Committees

51 In relation to committees established by the Board of Governors

- (a) the Board of Governors may establish any committee to exercise, subject to these Articles, powers and functions of the Board of Governors The constitution, membership and proceedings of any committee of the Board of Governors shall be determined by the Board of Governors The Board of Governors shall indicate in hard copy or electronic form to such a committee the extent and nature of the powers so delegated,
- (b) the establishment, terms of reference, constitution and membership of any committee of the Board of Governors shall be reviewed at least once in every 15 months,
- (c) the membership of any committee of the Board of Governors may include persons who are not Governors provided that a majority of members of any such committee shall be Governors The chairman of each committee shall be a Governor The Board of Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee No vote on any matter shall be taken at a meeting of a committee of the Board of Governors unless the majority of members of the committee present are Governors,
- (d) the quorum for any meeting of a committee shall be determined by the Board of Governors from time to time and in default shall be two;
- (e) for the avoidance of doubt, the Board of Governors may delegate all financial and other matters, between meetings of

Governors, to a committee, including authority

- (i) to resolve upon the operation of any bank account according to such mandate as it shall think fit,
 - (ii) to preserve the assets of the Company, the maintenance of the School as a going concern and take other urgent actions as such committee considers necessary or desirable, and
 - (iii) implement the policies adopted by the Board of Governors
- (f) such committees shall conform to any Rules imposed by the Board of Governors,
- (g) all delegations of powers to any committee shall be revocable by the Board of Governors at any time,
- (h) unless the terms of the delegation to a committee are to the contrary, a committee may delegate any of its powers or the implementation of any of its resolutions to any sub-committee and the provisions of these Articles shall apply to such sub-committee as they apply to any committee with all such changes as the context may require, and
- (i) the meetings and proceedings of any such committee shall otherwise be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Governors so far as applicable unless superseded by any subsequent decisions of or Rules made by the Board of Governors

TERM OF OFFICE, RESIGNATION & REMOVAL OF GOVERNORS

Term of Office of
Governors

52 As to the term of office of Governors

- (a) the normal period of service of Governors shall be THREE years

The term of office for each Governor shall expire on the third anniversary of his taking office, except that the Board of Governors may at any time determine in each particular case that the term of office shall instead expire at the end of a meeting of Governors held within six months following such third anniversary. In such a case his successor may take office during the course of any such meeting even though the person he replaces continues in office until the end of such meeting, subject always to the total number of Governors not exceeding the number provided for in Article 32,

- (b) the Board of Governors may provide by Rules or in any

particular case that a Governor appointed to fill a casual vacancy shall hold office for the unexpired term of the office of the Governor in whose place he is appointed,

- (c) unless the Board of Governors resolve by a unanimous vote of those present and voting that a person who has been a Governor for a continuous period of nine years should continue in office, that Governor shall retire at the end of the next meeting of Governors and following retirement such a person may not be reappointed unless he has ceased to be a Governor for a continuous period of 12 months,
- (d) a Governor who has reached the age of SEVENTY FIVE shall retire at the end of the next General Meeting following his birthday unless before or at that meeting the Members resolve by a unanimous vote of those present and voting that he or she should continue in office The same procedure shall apply with respect to each successive birthday of that Governor,
- (e) Governors holding office on the date of adoption of these Articles who at that date are aged seventy five or older shall not be subject to paragraph (d) of this Article
- (f) retirement of a Governor in accordance with paragraphs (a) to (e) shall only occur if at least TEN Governors will remain in office when the retirement is to take effect, but if this would not be the case then such retirement shall occur at the next meeting of the Board of Governors that it could do so with at least TEN Governors remaining in office, and
- (g) subject to remaining eligible to be a particular type of Governor any Governor retiring at the end of his term of office may be re-appointed or re-elected

**Removal of any
Governor**

- 53 In accordance with the Companies Acts upon giving of special notice of 28 days the Company may by passing an ordinary resolution (and complying with the procedures set out in sections 168 and 169 of the Companies Act 2006) remove any Governor before the end of his period of office notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary

**Ceasing to be a
Governor**

- 54 The office of a Governor, shall be vacated if
- (a) he dies, or
 - (b) any event or circumstance occurs which would disqualify him from being appointed a Governor on the terms of Article 42, or
 - (c) he resigns his office by notice to the Company (but only if at

least TEN Governors will remain in office when the notice of resignation is to take effect), or

- (d) he shall for more than three consecutive meetings have been absent without permission of the Board of Governors from meetings of Governors and the Board of Governors resolve that his office be vacated, or
- (e) he shall in the opinion of the Board of Governors be unable properly to fulfil his duties as a Governor by reason of illness, disability or infirmity and the Board of Governors resolve that his office be vacated, or
- (f) he is removed from office by ordinary resolution of the Company in accordance with Article 53, or
- (g) he fails to declare the nature of any direct or indirect interest in Company business as required by the Companies Acts or Charities Acts or these Articles and the Board of Governors determine that his office be vacated, or
- (h) he ceases to hold office by virtue of any provision of the Companies Acts

Obligation or liability incurred by a person ceasing to be a Governor

- 55 The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he was subject prior to his removal

Written Notice to the Secretary

- 56 Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary

GOVERNORS' EXPENSES

Reasonable and proper out-of-pocket

- 57 Governors may be paid all reasonable and proper out of pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

GOVERNORS' APPOINTMENTS AND INTERESTS

Personal Interest of Governors

- 58 As to a Governor with an interest

Scholarships,
Exhibitions, Bursaries
or other benefit to a
Pupil

- (a) a Governor shall declare an interest and shall not be entitled to vote in respect of any matter in which he is interested,
- (b) a Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote, and
- (c) if a question arises at a meeting of the Board of Governors or of a committee of Governors as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Governor other than himself shall be final and conclusive

- 59 A Governor shall be deemed to have a personal interest and may not vote or take part in any proceedings concerning the award or continuance of any scholarship, exhibition, bursary, grant, award, prize, other benefaction, maintenance allowance, leaving exhibition or other benefit of any Pupil, or prospective or former Pupil in respect of whom such Governor is the Parent or a relative or concerning any specific issue in respect of such Pupil, or prospective or former Pupil. For this purpose a Governor and a Pupil, or prospective or former Pupil, are relatives if, to the knowledge of such Governor, they have a common ancestor, whether related by blood, adoption, marriage or legal guardianship being no more remote in either case than that of a grandparent

PROCEEDINGS OF GOVERNORS

Number of Governors
at Governors'
Meetings

- 60 Subject to the provision of the Articles, the Board of Governors may regulate their proceedings as they think fit
- 61 As regards the number of Governors at Governors' meetings
- (a) the quorum for a meeting of the Board of Governors, and any vote on any matter at such a meeting, shall be any THREE Governors,
 - (b) the Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than THREE Governors, they may act as the Board of Governors only to
 - (i) appoint, and confirm the appointment of, additional Governors, including accepting them also as Members, or
 - (ii) convene a General Meeting, and propose resolutions to be considered at such meeting, or
 - (iii) pending the appointment of additional Governors, act to preserve the assets of the Company and the

maintenance of the School as a going concern or take other urgent action

Holding of Governors' Meetings

62 As to the holding of meetings of Governors

- (a) the Governors shall hold at least THREE meetings in each year,
- (b) meetings of the Board of Governors shall be convened by the Secretary,
- (c) in exercising his functions under this Article the Secretary shall comply with any direction
 - (i) given by the Board of Governors, or
 - (ii) given by the Chairman of the Board of Governors or, in his absence or where there is a vacancy in the office of Chairman, the Vice-chairman of the Board of Governors, so far as such direction is not inconsistent with any such direction given by the Governors, and
- (d) Any THREE Governors may, by notice in hard copy or electronic form given to the Secretary, requisition a meeting of the Board of Governors and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable

Notice of Meetings of the Board of Governors

63 As to notice of meetings of the Board of Governors

- (a) each Governor shall be given, at least seven clear days before the date of a meeting
 - (i) notice in hard copy or electronic form of the meeting, and
 - (ii) a copy of the agenda for the meeting together with, so far as is practicable, copies of relevant papers for consideration as envisaged in such agenda,

provided that where the Chairman or, in his absence or where there is a vacancy in the office of Chairman, the Vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting in hard copy or electronic form, or the copies of the agenda or of the relevant papers are given within such shorter period as the Chairman or the Vice-chairman (as the case may be) directs,
- (b) a quorate meeting of the Board of Governors duly convened shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Governors generally,

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| | (c) | a resolution to rescind or vary a resolution carried at a previous meeting of the Board of Governors shall not be proposed at a meeting of the Board of Governors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting, |
| | (d) | the convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any Governor not having received notice of the meeting in hard copy or electronic form or a copy of the agenda therefor |
| Sending notices of meetings and other documents to Governors | 64 | Notice of meetings or documents shall be sent or supplied to Governors through either hard copy (see Article 65) or electronic form (see Article 66) or a combination of both |
| | 65 | A notice or document sent by hard copy may be given, either personally, by sending it in a prepaid envelope to, or by leaving it at the Governor's notified address |
| | 66 | Notices or documents sent in electronic form shall |
| | (a) | only be sent to the Governor if they have agreed to receive it in that form and have not, since the time of that agreement, indicated otherwise, and |
| | (b) | be sent to a notified address either by electronic means (such as by email) or by post (such as by disk) in accordance with Article 65 |
| Chairman of a Meeting of the Board of Governors | 67 | As to the chairman of a meeting of the Board of Governors where the Chairman is absent |
| | (a) | where the Chairman is absent from any meeting or there is at the time a vacancy in the office of the Chairman, the Vice-chairman shall act as the chairman for the purposes of the meeting, |
| | (b) | if there is no Governor holding office as Chairman or Vice-chairman, or if the Governor holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be chairman of the meeting |
| Persons who are not Governors may attend | 68 | The Board of Governors may invite persons who are not Governors (including but not limited to a member of a committee, the Head, the Bursar, any employee, any Pupil, any professional adviser and any experts of any kind, including any person who may be disqualified from being a Governor under these Articles) to attend the whole or part of any meeting for purposes connected with such meeting |
| Voting at a Meeting of the Board of Governors | 69 | As to voting at a meeting of the Board of Governors |

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| | | <p>(a) subject to these Articles, every question to be decided at a meeting of the Board of Governors shall be determined by a majority of the votes of the Governors present and voting on the question,</p> <p>(b) where there is an equal division of votes the chairman of the meeting shall have a second or casting vote save pursuant to Articles 33, 34, 53 and 54</p> |
| Defect in the Appointment of any Governor | 70 | All acts done by a meeting of the Board of Governors, or of a committee of Governors, or by a person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor and had been entitled to vote |
| Written Resolutions of the Board of Governors | 71 | A resolution in writing signed by all the Governors entitled to receive notice of a meeting of the Board of Governors or of a committee of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or (as the case may be) a committee of the Board of Governors duly convened and held and may consist of several documents in the like form each signed by one or more Governors |
| Reconvening a Meeting of the Board of Governors | 72 | <p>As to the reconvening of a meeting of Governors</p> <p>(a) a meeting of the Board of Governors shall be terminated forthwith if</p> <p>(i) the Governors so resolve, or</p> <p>(ii) the number of Governors present ceases to constitute a quorum for a meeting of the Board of Governors in accordance with Article 61,</p> <p>(b) where a meeting is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable unless the Board of Governors otherwise decide, and</p> <p>(c) where the Governors accordingly resolve to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly unless the Board of Governors otherwise determine</p> |
| Telephone or Other Communication | 73 | Any one or more Governors may participate and vote at meetings of |

Equipment

the Board of Governors by means of any conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other. Any Governor so participating in a meeting shall be deemed to be present in person and shall count towards the quorum and business so transacted shall be effective for all purposes as that of a meeting of the Board of Governors duly convened and held with such persons physically present together

CHAIRMAN AND VICE-CHAIRMAN

**Chairman of the
Board of Governors**

- 74 As to the Chairman of the Board of Governors
- (a) the Chairman shall be the person appointed by a majority by the Governors to serve as Chairman,
 - (b) the Chairman shall ordinarily hold office for a term of THREE years,
 - (c) the Chairman may be removed as Chairman by the Board of Governors at any time by an absolute majority of all the Governors,
 - (d) the Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles, including the right (unless disqualified by reason of a personal interest) to chair each meeting of the Company and each meeting of the Board of Governors and the right to a second or casting vote in any case of equality of votes at every such meeting (but not in the case of a written resolution of the Members), and
 - (e) the expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman

**Vice-Chairman of the
Board of Governors**

- 75 As to the Vice-chairman of the Board of Governors
- (a) the Vice-chairman of the Board of Governors shall be the person appointed by a simple majority of the Governors to serve as Vice-chairman,
 - (b) the Vice-chairman shall ordinarily hold office for a term of THREE years, and
 - (c) the Vice-chairman may be removed from that office by the Board of Governors at any time by a simple majority of the Governors
- 76 The Chairman or Vice-chairman may at any time resign his office by giving notice in hard copy or electronic form to the Secretary. The Chairman or Vice-chairman shall cease to hold office if
- (a) he ceases to be a Governor, or
 - (b) he is removed from office in accordance with these Articles, or

**Election of the
Chairman or Vice-
Chairman**

- (c) in the case of the Vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of Chairman
- 77 As to election of the Chairman or Vice-chairman
- (a) where by reason of any of the matters referred to in Article 76 a vacancy arises in the office of Chairman or Vice-chairman, the Board of Governors shall at their next meeting elect one of their number to fill that vacancy,
- (b) the Secretary or, if the Board of Governors so determine, a Governor who is not standing for election as Chairman shall act as chairman during that part of any meeting at which the Chairman is elected, and
- (c) any election of the Chairman or Vice-chairman which is contested shall be held by secret ballot

SECRETARY

Secretary

- 78 As to the Secretary
- (a) subject to the provisions of the Companies Acts, the Secretary shall be appointed by the Governors for such term, at such remuneration (provided he or she is not also a Governor) and upon such conditions as they may think fit,
- (b) notwithstanding this Article, the Board of Governors may, where the Secretary fails to attend a meeting of the Governors, appoint a deputy or assistant secretary, any one of their number or any other person to act as Secretary for the purposes of that meeting,
- (c) the Secretary shall attend Governors' meetings and General Meetings, except where the Governors determine to the contrary in respect of any particular matter, and
- (d) an assistant or deputy Secretary may be appointed by the Board of Governors to act in place of the Secretary in his absence, and to the extent applicable and subject to any directions of the Board of Governors, references in these Articles to the Secretary shall be construed as including such assistant or deputy Secretary

HEAD

- 79 The person from time to time appointed as the Head shall be a communicant member of the Church of England or the Roman Catholic Faith

MINUTES

Minutes

- 80 The minutes of the proceedings of a meeting of the Board of Governors shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting and shall be signed (subject to the approval of the Board of Governors) at the same

or next subsequent meeting by the person acting as chairman. The minutes shall include

- (a) details of all appointments of officers made by the Board of Governors, and
- (b) details of all proceedings at meetings of the Company and of the Board of Governors and of committees of Governors, including the names of the Governors present at each such meeting

Such minutes if purporting to be signed by the chairman of such meeting or the chairman of the next meeting shall be sufficient evidence of the facts stated

DEEDS

Deeds

- 81 Any document to be executed on behalf of the Company as a deed shall be signed by two Governors (or where a company secretary has been appointed, one Governor and the company secretary)

ACCOUNTS AND RECORDS

Accounts and related matters

- 82 As to accounts and related matters
- (a) accounting records shall be kept by the Board of Governors in accordance with the Companies Acts and with Part VI of the Charities Act and any Statement of Recommended Practice in force from time to time at the Office or such other place or places as the Board of Governors think fit,
 - (b) the accounting records shall be open to inspection by the Governors at all reasonable times,
 - (c) a copy of every annual statement of accounts, auditor's report and report of the Board of Governors shall be sent to every Governor, Member or other individual entitled to receive notices of General Meetings in hard copy or electronic form no later than the date at which such documents should be filed at Companies House

Audits

- 83 As regards audits
- (a) at least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Companies Acts, and
 - (b) auditors shall be appointed by the Board of Governors and their duties regulated in accordance with the Companies Acts

Documents to be made available to all Governors

- 84 As regards documents to be made available to all Governors
- (a) subject to this Article, the Governors shall ensure that a copy

of

- (i) the accounts,
- (ii) all Rules,
- (iii) the agenda for every meeting of the Governors,
- (iv) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,
- (v) upon request, the signed minutes of every such meeting, and
- (vi) any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available to each Governor, and

- (b) there may be excluded from any item so required to be made available (other than from the accounts and all annual statements and reports) any material relating to
 - (i) a named teacher or other person employed, or proposed to be employed, at the School,
 - (ii) a named Pupil at, or candidate for admission to the School, and
 - (iii) any matter which, by reason of its nature, the Governors are satisfied in their discretion should remain confidential

ANNUAL REPORT AND ANNUAL RETURN

Annual Report and Annual Return

- 85 The Governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and annual return and their transmission to the Charity Commissioners
- 86 The Governors shall also comply with their obligations under the Companies Acts as to the preparation of an annual return and its transmission to the Registrar of Companies, together with all other forms and resolutions as appropriate

CIRCULATION OF NOTICES, RESOLUTIONS AND DOCUMENTS

Notices and

- 87 The following Articles set out the provisions regarding the circulation of notices, resolutions and documents provided through hard copy and

documents

**Providing notices,
resolutions and
documents to
members**

electronic form

88 Notice of meetings and circulation of resolutions or documents shall be sent or supplied to Members by or through a combination of

- (a) hard copy (see Article 91),
- (b) in electronic form (see Article 92), or
- (c) by means of a website (see Article 93)

89 Where a Member has received a notice, resolution or document from the Company otherwise than in hard copy form, he is entitled to require the Company to send him a version of the notice, resolution or document in hard copy form. The notice, resolution or document must be sent as soon as reasonably practicable and in any event within 21 days of receipt of the request and the Company may not make a charge for providing the notice, resolution or document.

90 A Member whose notified address is not within the EEA and who gives to the Company an address within the EEA at which notices, resolutions or documents may be given to him, or an address to which notices, resolutions or documents may be sent using electronic means, shall be entitled to have notices, resolutions or documents given to him at that address, but otherwise no such Member shall be entitled to receive any notice, resolutions or document from the Company.

**Notices, documents or
resolutions sent in
hard copy**

91 A notice, resolution or document sent by hard copy may be given, either personally, by sending it in a prepaid envelope to, or by leaving it at the Member's notified address.

**Notices, resolutions or
documents sent in
electronic form**

92 Notices, resolutions or documents sent in electronic form shall

- (a) only be sent to the Member if they have agreed to receive it in that form and have not, since the time of that agreement, indicated otherwise,
- (b) be sent to a notified address either by electronic means (such as by email) or by post (such as on a disk) in accordance with Article 91.

**Notices, resolutions or
documents sent by
means of a website**

93 As to notices, resolutions or documents sent by means of a website

- (a) notices, resolutions or documents shall be sent by means of a website provided that a member has agreed in hard copy or in electronic form to receive notices and documents in that way
- (b) a Member will be deemed to have agreed to receive notices, resolutions and documents in this way where they have been asked individually by the Company to agree to receive notices, resolutions and documents through a website and the Company

has not received a response within the period of 28 days beginning with the date on which the Company's request was sent. A Member is not taken to have so agreed if the Company's request did not state clearly what the effect of a failure to respond would be, or was sent less than twelve months after the previous request was made

- (c) the notice, resolutions or document must be made available in a form, and by a means that the Company reasonably considers will enable the recipient to read it, and retain a copy of it
- (d) the notice, resolution or document must be made available on the website beginning with the date on which the notification is sent to the recipient and the notice resolution or documents must be available on the website throughout the period beginning with the date of the notification and ending with the conclusion of the meeting or the date on which the resolution lapses
- (e) the Company must notify the Member in hard copy or in electronic form of the presence of the notice, resolution or document on the website
- (f) the notification must include the address of the website, the place on the website where it may be accessed and how to access the notice, resolutions or document, and
- (g) the notice or resolution is taken to be sent on the date on which the notice or document first appears on the website after the notification was sent.

**Authentication of
notices, resolutions
and documents**

94 As to the authentication of notices and documents

- (a) A notice, resolution or document sent or supplied in hard copy is sufficiently authenticated if it is signed by the person sending or supplying it
- (b) A notice, resolution or document sent or supplied in electronic form is sufficiently authenticated if the identity of the sender is confirmed in a manner specified by the Company from time to time, and in the absence of such specification where the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement

**Deemed receipt of
notices, resolutions or
documents**

95 As to the sending of notices, resolutions or documents

- (a) Where the notice, resolution or document is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom, and the Company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the recipient 48 hours after it was posted
- (b) Where the notice, resolution or document is sent or supplied by electronic means, and the Company is able to show that it was

properly addressed, it is deemed to have been received by the intended recipient 48 hours after it was sent

- (c) Where the notice, resolution or document is sent or supplied by means of a website, it is deemed to have been received by the intended recipient either when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

**Calculation of notice
period**

- 96 In calculating a period of hours for the purposes of sending notices, resolutions or documents to Members (but not for the purposes of clear days under Articles 8 and 63) no account shall be taken of any part of a day that is not a working day

**Provision of email
address by the
Company**

- 97 Where the Company has given an electronic address in notice calling a meeting, either of the Members or the Board of Governors, it is deemed to have agreed that any document relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice)

INDEMNITY AND INSURANCE

**Indemnity and
Insurance**

- 98 Every Governor, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by them in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him acting in his/her role, save that no Governor, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified
- (a) For any liability incurred by him to the Company or any *associated* company of the Company (as defined by the Companies Acts for these purposes),
- (b) For any fine imposed in criminal proceedings,
- (c) For any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
- (d) For any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final,
- (e) For any costs for which he has become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and
- (f) For any costs for which he has become liable in connection with any application under sections 144 or 727 of the Companies Act 1985 or sections 661(3) or (4) and 1157 of the Companies Act 2006 in which the court refuses to grant him relief and such refusal has become final
- (g) The Governors shall have the power under paragraph 5.6 of the Memorandum to purchase and maintain for any Governors

such insurance notwithstanding his interest in such insurance
policy

99

DISSOLUTION

Dissolution

100 Clause 9 of the Memorandum of Association of the Company relating
to the winding up and dissolution of the Company shall have effect as
if its provisions were repeated in these Articles