

Crosfields School Trust Limited

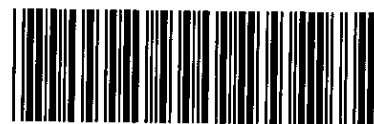
Articles of Association

Adopted by a special resolution dated 20 March 2019

Company Number 00584278

Registered Charity Number 309108

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COMPANIES HOUSE

The Companies Act 2006
Company not having a share capital
Articles of Association
adopted by a special resolution dated 20 March 2019
of
Crosfields School Trust Limited

1 Name

- 1.1 The name of the company is Crosfields School Trust Limited (**Charity**).

2 Registered office

- 2.1 The registered office of the Charity is in England and Wales.

3 Objects

- 3.1 The objects of the Charity (**Objects**) are to carry on the School, and any other schools, for the education of children and to advance education in such ways and in such manner as shall from time to time be thought fit.

4 Powers

- 4.1 The Charity has the power to do anything within the law which may promote or may help to promote the Objects or any of them including (but without limitation) the power:
- 4.1.1 to carry on the School in pursuance of the Objects under the name of Crosfields School or such other name as the Board of Governors may decide from time to time and to promote education and training;
 - 4.1.2 to make grants, awards, prizes or donations, including but not limited to:
 - (a) bursaries, scholarships, grants, awards, prizes and other benefactions;
 - (b) grants to enable participation in extra-curricular activities undertaken for educational purposes; and
 - (c) leaving exhibitions tenable at any university or other institution of higher or further education (including professional or technical education).
 - 4.1.3 subject to Article 12, to employ paid or unpaid agents, staff or advisers (and to terminate any such employment);
 - 4.1.4 to construct, maintain, equip and alter buildings in order to provide a school or schools and other facilities including facilities for study, research, recreational sports and also performance of artistic and cultural activities of every description;
 - 4.1.5 to hold classes, seminars, conferences, lectures, tours and courses;
 - 4.1.6 to co-operate with and to enter into joint ventures, collaborations and partnerships with charitable and non-charitable bodies;

- 4.1.7 to support, administer or set up charities and to establish and act as trustee of any charitable funds, endowments or trusts;
- 4.1.8 to affiliate with and where appropriate merge with any charity having similar objects to the Objects;
- 4.1.9 to establish, support or acquire subsidiary companies;
- 4.1.10 to raise funds and to solicit and accept grants, donations, endowments, gifts, legacies and bequests of assets on any terms;
- 4.1.11 to borrow money, including entering into any derivative arrangement relating to that borrowing provided that the derivative arrangement is an integral part of managing the Charity's debt and not a speculative venture;
- 4.1.12 to give security for loans, grants and other obligations over the assets of the Charity (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.1.13 to acquire, rent or hire property of any kind;
- 4.1.14 to sell, let, license, mortgage or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.1.15 to make loans of money and give credit and to give guarantees or security for the performance of any obligations by any person or company;
- 4.1.16 to set aside funds for special purposes or as reserves against future expenditure, but only in accordance with a written policy on reserves;
- 4.1.17 to open and operate bank accounts and banking facilities;
- 4.1.18 to deposit or invest funds in any manner (but to invest only after taking such advice as the Board of Governors considers is reasonably necessary from such person as is reasonably believed by the Governors to be qualified to give it by his or her ability in and practical experience of financial and other relevant matters);
- 4.1.19 to enter into any derivative arrangement in connection with any investment provided that the derivative arrangement is ancillary to the investment (being entered into in order to manage the risk and / or transaction costs associated with the investment) and is not a speculative venture;
- 4.1.20 to delegate the management of investments to any person provided that:
 - (a) the delegate is authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000;
 - (b) the investment policy is set out in writing by the Board of Governors;
 - (c) the performance of the investments is reviewed regularly with the Board of Governors;
 - (d) the investment policy and the delegation arrangements are reviewed at least once a year;
 - (e) all payments due to the delegate are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Governors on receipt by the delegate; and
 - (f) the delegate must not do anything outside the powers of the Governors.

- 4.1.21 to arrange for the investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board of Governors or of any person to whom the management of investments is delegated and to pay any reasonable fee required;
- 4.1.22 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.1.23 to take out indemnity insurance to insure the Governors against the costs of a successful defence to criminal proceedings brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be in breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless in relation to whether, the act or omission was a breach of trust or breach of duty;
- 4.1.24 to enter into any contract or agreement (including a contract to provide services to or on behalf of other bodies, a finance lease, a licence or a sponsorship agreement);
- 4.1.25 to provide advice, to publish or distribute information in any form, to promote or carry out research and to disseminate such research;
- 4.1.26 to do all such other things permitted by law as are incidental or conducive to the attainment of the Objects; and
- 4.1.27 to carry on any trade in so far as the trade is;
 - (a) exercised in the course of the actual carrying out of the Objects of the Charity; or
 - (b) ancillary to the carrying out of the Objects; or
 - (c) not taxable trading.

5 Limited liability

- 5.1 The liability of the Members is limited to £1, being the amount each Member undertakes to contribute to the Charity's assets if the Charity shall be wound up while he or she is a Member, or within 1 year after he or she ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

6 Membership

- 6.1 The number of Members shall be not less than 6, and not more than the maximum number of Governors from time to time.
- 6.2 The Charity must maintain a register of Members.
- 6.3 The Members are the persons who are appointed and hold office as Governors for the time being under these Articles and no person shall be admitted as a Member other than a Governor. A person shall automatically cease to be a Member when he or she ceases to be a Governor and the Secretary shall at any time remove his or her name from the register of Members. No person may withdraw from membership except on ceasing to be a Governor. Membership is not transferable.

7 General meetings

- 7.1 Members are entitled to attend general meetings either personally or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed. 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.
- 7.2 A general meeting may be called at any time by the Board of Governors and must be called in accordance with the terms of the Act within 21 days of a written request from the Members made in accordance with the provisions of the Act.

Quorum

- 7.3 There is a quorum at a general meeting if one-third of the Members entitled to attend and vote at that meeting are present in person or by proxy. A Member shall not be counted in the quorum on any matter on which he or she is not entitled to vote.
- 7.4 If within 15 minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned to such other day and at such time as the Board may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the Members present in person or by proxy shall be a quorum.

Chair

- 7.5 The chair of a general meeting shall be:
- 7.5.1 the Chair of the Board of Governors; or
 - 7.5.2 if he or she 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-Chair of the Board of Governors; or
 - 7.5.3 if he or she 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.

Voting

- 7.6 A Member may appoint another person as his or her proxy to exercise all or any of his or her rights to speak and vote at general meetings. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 7.7 Subject to Article 7.8, a resolution put to the vote at a general 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 1 vote.
- 7.8 In the case of an equality of votes at a meeting, the chair of the meeting shall be entitled to a second or casting vote.

Written resolutions of Members

- 7.9 The Charity may pass a resolution in writing provided the requisite number of Members have consented to the resolution and such 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.

- 7.10 The requisite number of Members to pass a written resolution is:
- 7.10.1 in the case of an ordinary resolution, a simple majority of the total voting right of Members; and
 - 7.10.2 in the case of a special resolution, a majority of not less than 75% of the total voting rights of Members.

8 Governors

- 8.1 The Governors are the company directors and charity trustees of the Charity and have control of the Charity and its property and funds.
- 8.2 The Board of Governors shall be composed of no fewer than 6 Governors and not more than 20 Governors. On appointment as a Governor, a Governor shall automatically become a Member of the Charity.
- 8.3 From the adoption of these Articles, the existing Governors shall continue to hold office on their existing terms as set out in Schedule 1.
- 8.4 Governors shall be appointed to the Board by resolution of the Board of Governors.
- 8.5 Every Governor shall sign a written consent to become a Governor and a Member and shall make disclosures for the purpose of all safeguarding checks and registrations that may be required by law for school governors, from time to time.
- 8.6 No person shall take office as a Governor:
- 8.6.1 unless he or she is a natural person, and not a body corporate;
 - 8.6.2 unless he or she is aged 18 or over;
 - 8.6.3 if he or she is employed by the Charity; or
 - 8.6.4 in circumstances such that, had he or she already been a Governor, he or she would cease to hold office under the provisions of Article 8.8.

But a person may be a Governor notwithstanding that he or she is in receipt of a Benefit granted in accordance with the provisions of these Articles.

Term of office

- 8.7 Subject to Article 8.3, the normal term of office for a Governor shall be 3 years, provided that the Governors may determine that the Governor shall in fact retire at the end of a meeting of the Board of Governors held within 6 months of the end of the Governor's term of office.
- 8.8 A Governor's term of office automatically terminates if he or she:
- 8.8.1 is disqualified under the Charities Act 2011 from acting as a charity trustee;
 - 8.8.2 in the written opinion of a registered medical practitioner treating the Governor, has become physically or mentally incapable of acting as a governor and may remain so for more than 3 months;
 - 8.8.3 is absent from 2 consecutive meetings of the Governors without the consent of the Governors and the Board of Governors resolves that his or her office be vacated;
 - 8.8.4 is removed as a Governor by the Members pursuant to the Act;

- 8.8.5 resigns by written notice to the Governors (but only if at least 6 Governors will remain in office);
 - 8.8.6 becomes bankrupt, has an interim receiving order made against him or her, makes any arrangement or compounds with his or her creditors generally or applies to the court for an interim order in respect of a voluntary arrangement;
 - 8.8.7 is convicted of an offence and the Board of Governors shall resolve that it is undesirable in the interests of the Charity that he or she remains a Governor of the Charity;
 - 8.8.8 is at any time considered by the Board of Governors to be unsuitable to have access to children, young persons or vulnerable adults and the Board of Governors resolves that his or her office be vacated;
 - 8.8.9 is disqualified in accordance with any rules made by the Board of Governors for the purpose of disqualifying a person from holding office as a Governor in circumstances considered by the Board of Governors to be material; or
 - 8.8.10 is removed by a Special Majority.
- 8.9 A technical defect in the appointment of a Governor of which the Board of Governors is unaware at the time does not invalidate decisions taken at a meeting of the Board.

9 Proceedings of the Board

- 9.1 The Board of Governors shall decide from time to time the number of meetings of the Board to be held each academic year. Any Governor may call a meeting of the Board by giving notice of the meeting to the Governors or by authorising the Secretary to give such notice provided that:
- 9.1.1 such notice must indicate the proposed date, time and location of the meeting and, if it is anticipated that Governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
 - 9.1.2 such notice must be given to each Governor, but need not be in writing; and
 - 9.1.3 such notice need not be given to Governors who waive their entitlement to notice of that meeting by giving notice to that effect to the Charity not more than 7 days after the date on which the meeting is held (and where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it).
- 9.2 The Board 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 or Parent, any professional adviser, any expert of any kind or any person who may be disqualified from being a Governor under these Articles) to attend the whole or part of any meeting.
- 9.3 The quorum necessary at a meeting of the Board shall be one-third of the total number of Governors from time to time. If the total number of Governors for the time being is less than the minimum number required by Article 8.2 or the quorum required by this Article 9.3, the Governors must not take any decision other than a decision to:
- 9.3.1 co-opt further Governors;
 - 9.3.2 convene a general meeting and propose resolutions to be considered at such a meeting; or

- 9.3.3 preserve the assets of the Charity and the maintenance of the School as a going concern, including entering into any arrangement or compromise between the Charity and any creditors or any class of creditors; or
- 9.3.4 appoint an administrator, administrative or other receiver or a licensed insolvency practitioner in any other role relating to the Charity recognised by the relevant insolvency, company, property or charity legislation as from time to time in force;

provided always that in all other respects, the provisions of these Articles in relation to the calling of meetings of the Board shall be complied with.

- 9.4 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Governors in which all Governors may communicate with all the other Governors. If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 9.5 The Chair or (if the Chair is unable or unwilling to do so) some other Governor chosen by the Governors present will preside as chair at each meeting.
- 9.6 Subject to Article 9.8, every decision of the Governors shall be by a simple majority of the votes cast at a meeting.
- 9.7 Every Governor has 1 vote on each issue except for the chair of the meeting, who in the event of an equality of votes has a second or casting vote (unless the chair of the meeting is in accordance with these Articles not to be counted as participating in the decision-making process for quorum or voting purposes).

Decisions without a meeting

- 9.8 The Governors may take a decision without holding a Governors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Governor or to which each Governor has otherwise indicated agreement in writing. A decision made in accordance with this Article 9.8 shall be as valid and effectual as if it has been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - 9.8.1 approval from a number of Governors is received such that the number:
 - (a) represents a quorum of the Governors; and
 - (b) represents a proportion of the Governors in office at the time which is the same as or greater than the majority of Governors present at a meeting which would be required to pass a resolution of that type;
 - 9.8.2 the approval of each Governor must be received by the Chair, or if the Chair is unable or unwilling to do so, some other Governor or individual nominated in advance by the Governors for that purpose (**Recipient**);
 - 9.8.3 following receipt of the response the Governors, the Recipient shall communicate to all of the Governors by any means whether the resolution has been formally approved by the Board of Governors in accordance with this Article 9.8;
 - 9.8.4 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
 - 9.8.5 the Recipient prepares a minute of the decision and circulates it to the Governors and the Secretary.

- 9.9 A procedural defect of which the Board of Governors is unaware at the time does not invalidate decisions taken at a meeting or in accordance with Article 9.8.

10 Powers of the Board of Governors

- 10.1 The Board of Governors have the following powers in the administration of the Charity:

- 10.1.1 at their absolute discretion, to appoint (and remove) any person (who may also be a Governor) or corporate entity to act as Secretary to the Charity in accordance with the Act;
- 10.1.2 to appoint (and remove) a Chair and Vice-Chair from among their number to determine the period for which they are to hold office;
- 10.1.3 to appoint a treasurer, patron and other honorary officers for such term as the Board of Governors see fit;
- 10.1.4 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;
- 10.1.5 to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 10.1.6 to make regulations consistent with these Articles and the Act to govern the administration of the Charity; and
- 10.1.7 to exercise any powers of the Charity which are not reserved to the Members in a general meeting.

- 10.2 The name of the Charity and / or the School may be changed by a Special Majority.

11 Delegation

- 11.1 Subject to these Articles, the Board of Governors may delegate any of the powers conferred on it by these Articles to such person, by such means, to such an extent, in relation to such matters and on such terms of reference as the Board of Governors thinks fit and, if the Board so specifies, any such delegation may authorise further delegation of the Governors' powers by any person to whom such powers are delegated.

- 11.2 The Board may also delegate to any committee consisting of 2 or more individuals appointed by the Board any of its functions (including any powers or discretions) for such time and on such terms of reference as it thinks fit (including any requirement that a resolution of the committee shall not be effective unless a majority of those present when it is passed are Governors or it is ratified by the Board) provided that:

- 11.2.1 all proceedings of every committee must be reported promptly to the Board; and
- 11.2.2 every committee must act in accordance with the terms of reference on which any function is delegated to it (but, subject to that, the proceedings of the committee will be governed by such of these Articles as regulate the proceedings of the Board so far as they are capable of applying except that unless otherwise stated the quorum for a committee meeting shall be not less than 2 Governors).

- 11.3 The Board may at any time revoke any delegation in whole or part or alter its terms.

12 Benefits to Governors

12.1 The income and property of the Charity must only be applied to promote the Objects and no part of that income or property may be paid, transferred or applied by way of Benefit to any Governor (either in his capacity as a Member or as a director and charity trustee of the Charity) except:

12.1.1 reasonable and proper premiums in respect of indemnity insurance provided in accordance with these Articles;

12.1.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) properly incurred in the management and administration of the Charity;

12.1.3 an indemnity in accordance with these Articles;

12.1.4 payment to any company in which a Governor has no more than a 1% shareholding; and

12.1.5 other payments or benefits permitted by charity law or with the prior consent of the Commission;

provided that the Board of Governors must comply with the provisions of Articles 13, 14 and 15 (declaration of Interests and authorisation of Conflicts of Interest) in relation to any Benefit provided by the Charity to any Governor pursuant to this Article.

12.2 The income and property of the Charity must only be applied to promote the Objects and no part of that income or property may be paid, transferred or applied by way of Benefit to any Governor (either in his capacity as a Member or as a director and charity trustee of the Charity) except:

12.2.1 interest at a reasonable rate on money lent to the Charity;

12.2.2 a reasonable rent or hiring fee for property let or hired to the Charity;

12.2.3 any Benefit provided to a Governor in his or her capacity as a beneficiary of the Charity, including:

(a) the provision of education to any Pupil who is connected to a Governor on the same terms as any other Pupil who is not so connected; and

(b) any payment or remission under a scholarship, exhibition, bursary, grant, prize or assisted place awarded to any Pupil who is connected to a Governor provided that the award is based upon a competitive assessment merit and / or financial resources; and

12.2.4 in respect of the provision of goods or services in accordance with Article 12.4;

provided that the Board of Governors must comply with the provisions of Articles 13, 14 and 15 (declaration of Interests and authorisation of Conflicts of Interest) in relation to any Benefit provided by the Charity to any Governor pursuant to this Article.

12.3 For the avoidance of doubt, nothing in this Article 12 shall prevent the Charity, in furtherance of the Objects, from conferring a Benefit on another charity of which a Governor is a charity trustee or member, provided that it does not confer any Benefit on that Governor.

12.4 Any Governor may enter into a written contract with the Charity to supply goods or services to the Charity in return for a Benefit but only if:

- 12.4.1 the goods or services are actually required by the Charity;
- 12.4.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services supplied;
- 12.4.3 the Governor has declared his or her Interest in accordance with Article 13 and the Governors have complied with the procedure in Article 15.3;
- 12.4.4 no more than half of the Governors are subject to or affected by such a contract in any financial year (and this provision will apply to a Governor if this Article 12.3 applies to a person who is Connected to that Governor);
- 12.4.5 the services supplied are not services supplied by the Governors in his or her capacity as a Governor; and
- 12.4.6 the services supplied are not services supplied by the Governor under a contract of employment;

provided that the Governors must comply with the provisions of Articles 13, 14 and 15 (declaration of Interests and authorisation of Conflicts of Interest) in relation to any Benefit provided by the Charity to any Governor pursuant to this Article.

- 12.5 A Governor shall not receive a Benefit from any Subsidiary Company except in accordance with Articles 12.1 and 12.2 (which apply as if references to the Charity were references to the Subsidiary Company and references to the Articles were to the articles of association of the Subsidiary Company).
- 12.6 In this Article 12, references to a Governor include references to any person who is Connected to that Governor.
- 12.7 This Article 12 may not be amended without prior written consent of the Commission.

13 Declaration of Interests

- 13.1 Every Governor has a duty to declare to the Board of Governors the nature and extent of any Interest which he or she (or any Connected Person) has in any proposed or existing transaction or arrangement with the Charity or any situation or matter in relation to the Charity that is, or possibly may be, a Conflict of Interest.
- 13.2 In the case of any proposed transaction or arrangement with the Charity in which a Governor (or any Connected Person) is Interested, he or she must declare the nature and extent of the Interest to the Board of Governors before the Charity enters into the transaction or arrangement.
- 13.3 In the case of any existing transaction or arrangement that has been entered into by the Charity or any situation or matter in relation to the Charity in which a Governor (or any Connected Person) is Interested, he or she must declare the nature and extent of the Interest to the Board of Governors as soon as is reasonably practicable.
- 13.4 Any declaration must be made in accordance with the provisions of the Act:
 - 13.4.1 at a meeting of the Board of Governors; or
 - 13.4.2 by notice in writing to the Board of Governors; or
 - 13.4.3 by general notice to the Board of Governors.
- 13.5 A Governor is not required to declare an Interest:

- 13.5.1 where the Governor is not aware of the Interest (but the Governor is treated as being aware of matters of which he or she ought reasonably to be aware); or
 - 13.5.2 where the Governor is not aware of the transaction or arrangement or situation or matter (but the Governor is treated as being aware of matters of which he or she ought reasonably to be aware); or
 - 13.5.3 if, or to the extent that, the other Governors are already aware of the Interest (or ought reasonably to be aware of the Interest).
- 13.6 The Charity may maintain a register of all of the Interests declared by the Governors in accordance with this Article. The Board of Governors may prepare (and from time to time review) a policy in relation to the declaration and management of Conflicts of Interest.
- 14 Conflicts of Interest**
- 14.1 Subject to Articles 14.2 and 15, a Governor has a duty under the Act to avoid a situation or matter (including a transaction or arrangement with the Charity) in which he or she has, or can have, a Conflict of Interest. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the Charity could take advantage of the property, information or opportunity).
- 14.2 Pursuant to section 181(3) of the Companies Act 2006, the duty referred to in Article 14.1 does not apply to a Conflict of Interest arising in relation to any situation or matter or any transaction or arrangement between the Charity and any Governor which is mentioned in Article 12.1 of these Articles.
- 15 Authorisation of Conflicts of Interest**
- 15.1 The Board of Governors may authorise a transaction or arrangement or situation or matter in which a Governor (or any person Connected to that Governor) has, or may have, a Conflict of Interest provided that:
- 15.1.1 the Conflict of Interest will not confer a Benefit on the Governor or any Connected Person at the expense of the Charity to an extent greater than that permitted by Article 12 of these Articles;
 - 15.1.2 the Board of Governors act in what they consider to be the best interests of the Charity; and
 - 15.1.3 the Board of Governors comply with the procedures set out in this Article 15.
- 15.2 Whenever the Board of Governors must decide whether to give the authorisation in accordance with Article 15.1 the Governor concerned must:
- 15.2.1 declare the nature and extent of his or her Interest at the beginning of any meeting at which the authorisation is to be discussed (or, at the latest, before such discussion begins);
 - 15.2.2 withdraw from that part of the meeting at which the authorisation is to be discussed unless expressly invited to remain in order to provide information;
 - 15.2.3 not be counted in the quorum for that part of the meeting during which the authorisation is discussed;
 - 15.2.4 withdraw during the vote and have no vote on the authorisation for that part of the meeting; and

- 15.2.5 not sign any written resolution in relation to the authorisation (except where required to do so to confirm a resolution of the other Governors).
- 15.3 The Board of Governors may also exclude the relevant Governor from the receipt of information in relation to the relevant transaction, arrangement, situation or matter.
- 15.4 In giving any authorisation in accordance with Article 15.1 in relation to any transaction or arrangement or situation or matter in which a Governor (or any person Connected to that Governor) has, or may have, a Conflict of Interest and which will or may confer a Benefit on that Governor (or Connected Person), the Board of Governors must provide that the Governor concerned will:
- 15.4.1 declare the nature and extent of his or her Interest at the beginning of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed (or, at the latest, before such discussion begins);
 - 15.4.2 withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
 - 15.4.3 not be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed;
 - 15.4.4 withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting; and
 - 15.4.5 not sign any written resolution in relation to the relevant transaction or arrangement or situation or matter (except where required to do so to confirm a resolution of the other Governors).
- 15.5 In giving the authorisation under Article 15.1 in relation to a transaction or arrangement or situation or matter in which a Governor (or any person Connected to a Governor) has, or may have, a Conflict of Interest which will not confer a Benefit on that Governor (or Connected Person), the Board of Governors may (subject to such terms as they may impose from time to time and to their right to vary or terminate such authorisation) determine the manner in which they may be dealt with and, in doing so, the Governors must consider:
- 15.5.1 whether the nature and extent of the interest in the relevant transaction or arrangement or situation or matter is reasonably likely to give rise to a Conflict of Interest;
 - 15.5.2 whether or not the Governor should withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
 - 15.5.3 whether or not the Governors concerned should be excluded from the receipt of information in relation to the relevant transaction, arrangement, situation or matter;
 - 15.5.4 whether or not the Governor should be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed;
 - 15.5.5 whether or not the Governor should withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting; and

- 15.5.6 not sign any written resolution in relation to the relevant transaction or arrangement or situation or matter (except whether required to do so to confirm a resolution of the other Governors.
- 15.6 Notwithstanding Article 15.3, the Board of Governors may authorise a Conflict of Interest under Article 15.1 and apply the procedure in Article 15.5 to any transaction, arrangement, situation or matter where:
 - 15.6.1 the Conflict of Interest arises solely as a consequence of any Pupil being Connected to a Governor; and
 - 15.6.2 the transaction, arrangement, situation, or matter will or may affect the provision of education to Pupils generally.
- 16 Records and accounts**
 - 16.1 The Board of Governors must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 16.1.1 annual reports;
 - 16.1.2 confirmation statements;
 - 16.1.3 annual returns; and
 - 16.1.4 annual statements of account.
 - 16.2 The Board of Governors must keep proper records of:
 - 16.2.1 all proceedings at general meetings;
 - 16.2.2 all proceedings at meetings of the Board of Governors (including a record of all unanimous or majority decisions taken by the Governors for at least 10 years from the date of the decision recorded);
 - 16.2.3 all reports of committees; and
 - 16.2.4 all professional advice obtained.
 - 16.3 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours.
 - 16.4 A copy of the Charity's latest available statement of account must be supplied on request to any Governor, or to any other person who makes a written request and pays the Charity's reasonable costs, within 2 months of such request.
- 17 Notices**
 - 17.1 Notices, documents, resolutions or information under these Articles may be sent or supplied to the Board of Governors by hand, or by post or by suitable electronic means.
 - 17.2 A technical defect in the giving of notice of a meeting of which the Board of Governors are unaware at the time does not invalidate decisions taken at that meeting.
 - 17.3 The Charity may deliver a notice or other document to a Member by:
 - 17.3.1 delivering it personally to the Member;
 - 17.3.2 post or hand delivery to the Member's address shown in the register of Members;

- 17.3.3 electronic mail to an address notified by the Member in writing; or
- 17.3.4 by means of a website in accordance with Articles 17.4 and 17.5.
- 17.4 Notices, resolutions, documents or information may be sent or supplied to Members by means of a website provided that a Member has consented to receive notices, resolutions, documents or information in that way. A Member will be deemed to have agreed to receive notices, resolutions, documents and information in this way where he or she has been asked individually by the Charity to agree to receive notices, resolutions, documents and information through a website and the Charity has not received a response within the period of 28 days beginning with the date on which the Charity's request was sent. A Member is not taken to have so agreed if the Charity's request did not state clearly what the effect of a failure to respond would be, or was sent less than 12 months after a previous request was made.
- 17.5 Where any notice, resolution, document or other information is to be sent or supplied by means of a website, a Member shall be notified in accordance with Articles 17.3.1, 17.3.2 or 17.3.3 of:
- 17.5.1 its presence on the website;
- 17.5.2 the address of the website;
- 17.5.3 the place on the website where it may be accessed; and
- 17.5.4 how to access it.
- 17.6 Any notice, resolution, document or other information sent or supplied by means of a website shall be deemed to have been received by the Member when the notice, resolution, document or other information is first made available on the website or, if later, when the Member is deemed to have received the notification given under Article 17.5 in accordance with the relevant provisions of 17.7.
- 17.7 Subject to Article 17.6, any notice, resolution, document or other information sent or supplied to Members in accordance with these Articles is to be treated for all purposes as having been received:
- 17.7.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 17.7.2 2 clear days after being sent by first class post to that address;
- 17.7.3 3 clear days after being sent by second class or overseas post to that address;
- 17.7.4 on being handed to the Member personally; or, if earlier
- 17.7.5 as soon as the Member acknowledges actual receipt.

18 Indemnity

The Charity may indemnify any Governor against any liability incurred by him or her in that capacity, to the extent permitted by the Act.

19 Dissolution

- 19.1 If upon the winding-up or dissolution of the Charity (other than for the purposes of amalgamation or reconstruction) there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, or if at any time there shall be any distribution of surplus funds of the Charity which the Charity may decide to distribute, the same shall not

be paid to or distributed among the Members of the Charity, but shall be given or transferred to Leighton Park Trust Limited if it be then in existence or if it should have been dissolved prior to the winding up or dissolution of the Charity then to some other institution or institutions having objects similar to the Objects of the Charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Charity under or by virtue of Article 12, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution, or in default thereof by a Judge of the High Court having jurisdiction in regard to charitable funds and in default of such determination then to come other charitable object.

20 **Model articles**

The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Charity.

21 **Interpretation**

21.1 In these Articles:

academic year: means the academic year from 1 September to 31 August of the following year;

the Act: means the Companies Act 2006 and any provisions of the Companies Act 1985 for the time being in force;

these Articles: means these articles of association;

Benefit: means any payment of money or the provision or other application of any other direct or indirect benefit in money or money's worth;

Board or Board of Governors: means the Board of Governors of the Charity who are the company directors and charity trustees of the Charity (and **Governor** means any 1 of them);

Chair: means the Chair of the Board appointed in accordance with Article 10.1.2;

Charity: means the company governed by these Articles;

charity trustee: has the meaning prescribed by section 177 of the Charities Act 2011;

clear day: means 24 hours from midnight following the relevant event;

Commission: means the Charity Commission for England and Wales;

Conflict of Interest: means any Interest of a Governor (or any person Connected to a Governor) that conflicts, or may conflict, with the interests of the Charity and includes a conflict of interest and duty and a conflict of duties;

Connected Person: means any person falling within 1 of the following categories:

- (a) any spouse or civil partner of a Governor;
- (b) any parent, child, brother, sister, grandparent or grandchild of a Governor who is financially dependent on such Governor or Member or on whom the Governor is financially dependent;
- (c) the spouse or civil partner of any person in (b);

- (d) any other person in a relationship with a Governor which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- (e) any company, LLP or partnership of which a Governor is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and

any person who is a Connected Person in relation to any Governor is referred to in these Articles as **Connected** to that Governor;

Interest: means any direct or indirect interest (and includes any interest a Governor or any person Connected to a Governor may have as a consequence of any duty he or she may owe to any other person) and where a Governor (or any person Connected to a Governor) has any such interest in any matter or situation or transaction or arrangement the Governor is **Interested** in it;

Member and Membership refer to the members of the Charity for the purposes of, and as defined by, the Act and their membership of the Charity;

month: means calendar month;

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

Pupil: means a pupil at the School;

School: means Crosfields School and any other schools from time to time carried on by the Charity;

Secretary: means the secretary of the Charity or if no secretary has been appointed, the person to carry out the duties of the secretary of the Charity;

Special Majority: means a resolution passed by a 75% majority decision of the Board of Governors;

Subsidiary Company: means any company in which the Charity holds:

- (a) more than 50% of the shares; or
- (b) more than 50% of the voting rights attached to the shares; or
- (c) the right to appoint 1 or more of the directors;

taxable trading: means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

Vice Chair: means the Vice Chair of the Board appointed in accordance with Article 10.1.2;

written or in writing: refers to a legible document on paper (including a fax message) or in electronic form (including an email);

year: means calendar year.

21.2 Expressions defined in the Act have the same meaning.

21.3 References to an Act of Parliament are to the relevant Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Schedule 1 Existing Governors' terms of office

Governor	Start date	End date	Term of office
Sally Bonner	29 June 2015 Re-elected 15 November 2018	November 2021	Leighton Park appointment
Charles Bradfield	15 November 2004 Re-elected 21 November 2016	November 2019	Unspecified
Carolyn Brown	13 October 2008 Re-elected 15 November 2018	November 2021	Unspecified
Katie Clark	19 November 2018	November 2021	3 years
Jonathan Coles	5 November 2001 Re-elected 21 November 2016	November 2019	Unspecified
Andrew Davies	14 November 2005 Re-elected 20 November 2017	Summer 2019	Unspecified
Chris Dering	20 March 2019	Spring 2022	3 years
Hugh Fitzwilliams	18 November 1981 Re-elected 21 November 2016	November 2019	Unspecified
Clare Furneaux	4 November 2002 Re-elected 20 November 2017	November 2020	Unspecified
Neil Graham	19 November 2018	November 2021	3 years
Vincent Grantham	30 November 2007 Re-elected 20 November 2017	November 2020	Unspecified
Nicholas Habgood	1 October 2013 Re-elected	November 2019	Unspecified

	21 November 2016		
Michael Hatch	31 October 1974	November 2021	Unspecified
	Re-elected 15 November 2018		
Matthew Judd	19 November 2018	November 2021	Leighton Park appointment
Rekha Kapoor	9 November 2009	November 2021	Unspecified
	Re-elected 15 November 2018		
Scott Lewis	19 November 2018	November 2021	3 years
Bhupinder Purewal	20 March 2019	Spring 2022	3 years
Shashi Sachdeva	8 June 2015	November 2021	Unspecified
	Re-elected 15 November 2018		
Joseph Sefton Jenkins	19 November 2018	November 2021	3 years
Mark Turner	11 June 2018	November 2021	Unspecified
	Re-elected 15 November 2018		