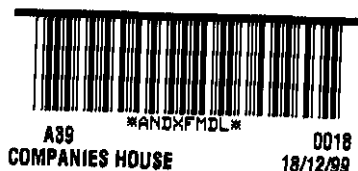


Company no: 751662

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION OF
GREAT WALSTEAD LIMITED
(“THE COMPANY”)



Pursuant to Section 381A of the Companies Act 1985, the following special resolution was duly passed by the Company by way of a written resolution on **27 November** 1999:-

“The Memorandum and Articles of Association dated November 1999 and signed for the purpose of identification by the Chairman of the Company be approved and adopted with effect from **29 November 1999** as the Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association thereof.”

Signed by all members of the Company who at the date hereof are entitled to attend and vote at any general meeting of the Company.

Signed:

Name:

F.R.D. Chartres

F.R.D. CHARTRES

[Signature]

K. P. ARDACH

S.E. Crichton

S. E. CRICHTON

B.E. Sewell

B. E. SEWELL

Z.M. Campling

Z. M. CAMPLING

[Signature]

E. T. RIDGOUT

[Signature]

Mark Slater

M. SLATER

Robert Plumb

R.G. PLUMB

Penelope Fanner

P. J. FANNER

Signed:

M. J. OLLIFF-LEE

Name:

M. J. OLLIFF-LEE.

Dated: 27th November 1999

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
- OF -
GREAT WALSTEAD LIMITED

Company No: 751662

November 1999

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**THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
of
GREAT WALSTEAD LIMITED**

Name	1.	The name of the Company ("Company") is Great Walstead Limited.
Registered Office	2.	The registered office of the Company shall be in England.
Object	3.	The object for which the Company is established is to advance education by carrying on in Great Britain a school or schools at which infants, children and students may obtain education and instruction in academic, sporting, musical, cultural, scientific, technical, religious, vocational, social and commercial subjects activities and crafts of every description., within the framework of the Christian religion according to the teaching of the Bible.
Powers	4.	For the purpose of attaining the above-mentioned object but not further or otherwise the Company shall have the powers set out in the Appendix which are hereby incorporated in and are part of this Memorandum.
Income and Property	5.	<p>The income and property of the Company obtained from any source shall be applied solely towards the promotion of its objects as described in this Memorandum of Association and no part of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or in any other way by way of profit, to members of the Company and no Governor shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company.</p> <p>PROVIDED THAT the Company may make payment in good faith of:</p> <p>5.1 reasonable and proper remuneration and benefits to any officer or servant of the Company (not being a member of the Board of Governors of the Company) for any services actually rendered to the Company; and / or</p> <p>5.2 interest on money lent by any member of the Company or of its Board of Governors at a rate per annum not exceeding 2% over the base rate prescribed for the time being by Barclays Bank plc, or 3% whichever</p>

- | | | |
|-----------------------------------|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | is the greater; and / or |
| | 5.3 | reasonable and proper rent or other payment for premises demised, let or licensed to the Company by any member of the Company or any member of the Board of Governors; and/or |
| | 5.4 | fees, remuneration or other benefit in money or money's worth to a company of which a Governor is a member holding not more than 1% of the capital thereof and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and/or |
| | 5.5 | reasonable out-of-pocket expenses incurred by any Governor in connection with the performance of his duties as Governor; and/or |
| | 5.6 | the payment of any premium in respect of indemnity insurance as referred to in Clause 22 of the Appendix to this Memorandum. |
| Limited Liability | 6. | The liability of the members is limited. |
| Contribution on Winding-Up | 7. | Every member of the Company undertakes to contribute:- |
| | 7.1 | to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member; |
| | 7.2 | to payment of debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up; and |
| | 7.3 | to the adjustment of the rights of the contributories among themselves. |
| | | such amount as may be required not exceeding ten pounds (£10). |
| Cy-Pres | 8. | If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company. |
| Accounts | 9. | Proper accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods or services by the |

**Amendments to 10.
the Memorandum**

Company and of the property, assets and liabilities of the Company; and, such accounts shall be open at all reasonable times to the inspection of the Members.

Once at least in every year the accounts of the Company shall be examined and the truth and fairness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors as defined by the Companies Act 1985.

No addition alteration or amendment to which s64 of the Charities Act 1993 applies shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall first have been submitted to and approved by the Charity Commissioners for England and Wales and no addition alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law.

**APPENDIX TO THE MEMORANDUM OF ASSOCIATION
(Powers of the Company)**

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|-------------------------------------------------------|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Acquisition | 1. | Subject to such consents as shall be required by law, the power to purchase, take on lease, or in exchange, hire or otherwise acquire any property (whether real or personal and whether in the United Kingdom or elsewhere) and any rights or privileges the acquisition of which the Company may think necessary or convenient for any of the purposes of the Company, including but not restricted to the power to acquire the property, right, privileges and associated liabilities of Great Walstead School ("the School"). |
| Pursuing the School's Object | 2. | The power to carry on the School in pursuance of the Object under the name of Great Walstead School or such other name as the Governors shall decide from time to time and the power in the absolute discretion of the Governors also to promote education. |
| Scholarships, Exhibitions, Prizes & Awards | 3. | (a) The power in the absolute discretion of the Governors and on such terms as they see fit to institute, establish, contribute towards and administer scholarships, exhibitions, bursaries, grants, awards and other benefactions tenable at the School to pupils selected on grounds of merit or considered worthy of suitable reward or mark of distinction. |
| Bursaries & Allowances | (b) | The power in the absolute discretion of the Governors and on such terms as they see fit to provide maintenance allowances for pupils in financial need to enable them to attend the School and/or to enable them to participate in ex-curricular activities undertaken for educational purposes and to make such other allowances as the Governors shall in their absolute discretion consider appropriate to members of the staff or to other persons for the education of their children at the School |
| Additions and Alterations to Buildings | 4. | The power to construct, maintain, add to, improve furnish, equip and alter any building or erection necessary for the work of the Company. |
| Facilities | 5. | The power to provide a school or schools, class rooms, offices, board, lodgings and other facilities for children, teachers, and others instructed or employed by the Company, including facilities for study, research, recreation and also performance of artistic and cultural activities of every description. |
| Disposal of Assets | 6. | <p>(a) The power (subject to the Charities Act 1993 and in particular to Part V) to sell, lease, mortgage, turn to account, manage and improve all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets.</p> <p>(b) The power, in exchange for full value consideration and subject to Part V of the Charities Act 1993, to grant licences or make any disposition of the property or assets of the Company to a trading company formed and operated for a purpose (inter alia) of benefiting the Company. It shall be a condition of any such licence or disposition that the trading company shall have entered into an effective covenant of all its profit of a capital and</p> |

		income nature in favour of the Company and that no licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Company for non-charitable purposes.
Procurement of Funds	7.	The power to procure, obtain, collect and receive money and funds by way of fees, contributions, donations, subscriptions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to any special trust or not. Provided always that any moneys so received by the Company shall be used or applied by the Company for or towards its charitable objects.
Acting as Trustee	8.	The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Company, gratuitously or otherwise.
Publicity	9.	The power to adopt such means of publicising the Company and its objects and activities as may seem expedient, and in particular by advertising in any media, and by granting prizes, awards and donations.
Employment	10.	The power to employ a Headmaster or Headmistress (by whatever title known), and a Bursar, to carry on the day-to-day work of the School comprised within the Company from time to time and to manage the Company's property or any part thereof subject always to the control and supervision of the Board of Governors and upon such terms as the Board of Governors thinks fit to employ a Clerk to the Governors and such other officials or staff as the Board of Governors may in their discretion from time to time determine and to fix such salaries (subject always to Clause 5 of this Memorandum) as the Board of Governors may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such employment upon such terms as the Board of Governors may decide.
Methods of Raising Income	11.	The power to take such steps by personal or written appeals, public meetings, film shows, sales of booklets and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Company to carry out any of its objects which may require such assistance
Borrowing	12.	Subject to such consents as may be required by law, the power to borrow and raise money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) the discharge by the Company or any other person of any obligation or liability, or raise money for the purposes of the Company on such terms and in such manner as the Board of Governors may think fit.
Advancing Money and Credit	13.	The power to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
Subscriptions and Guarantees	14.	The power to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
Donation	15.	The power to make any charitable donation either in cash or assets for the

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| | | furtherance of the objects of the Company. |
| Investment | 16. | The power to invest the moneys of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may be imposed or required by law. |
| Alliances | 17. | The power to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporated, established for charitable purposes only. |
| Amalgamation | 18. | The power to amalgamate, federate, affiliate, co-operate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Company, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company. |
| Transfer of Assets | 19. | The power to transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company and subject in all respects to the provisions of the <i>Charities Act 1993</i> and any amendment or re-enactment thereof. |
| Pensions and Superannuation | 20. | The power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants. |
| Indemnity Insurance for Employees | 21. | The power to insure at the expense of the Company and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and in relation to the Board of Governors (or any of them) so far as is permitted by Clause 22 of this Appendix. |
| Governors' Indemnity Insurance | 22. | The power to provide indemnity insurance to cover the liability of the Board of Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board of Governors (or any of them) knew to be a breach of trust or breach of duty, or which was committed by the Board of Governors (or any of them) in reckless disregard of whether it was in breach of trust or breach of duty or not. |
| Insurance of Company Property | 23. | The power to insure the Company and the Company's property against such risks as the Board of Governors shall consider it prudent or necessary to insure against. |
| Enactment | 24. | The power to make bye-laws, rules and regulations with regard to the affairs or the management of the Company. |
| Formation Costs | 25. | The power to pay out of the funds of the Company all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company. |

Territories	26.	The power to do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.
Additional Powers	27.	The power to do all such other lawful things as are necessary for the attainment of the above objects or any of them.
		PROVIDED THAT:
Employees etc	(a)	The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
Trust Property	(b)	In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.
Charitable Property	(c)	In case the Company shall hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Company shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law.
Accountability	(d)	As regards any property held by the Company subject to the jurisdiction of the Charity Commission for England and Wales, the Board of Governors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as trustees have been if no incorporation had been effected.
Control & Authority	(e)	In case the Company shall hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over the Board of Governors, but its members shall, as regards any such property be subject, jointly and separately to such control or authority, as if the Company were not incorporated.

In this Memorandum "the Board of Governors" shall mean the persons appointed as such under the Articles of Association to have the general control and management of the administration of the Company. Headings, sub-headings and format lines are for ease of reading and do not form part of the Memorandum.

F.R.D. Chartres
CHAIRMAN OF TRUSTEES
27 November 1999

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
- OF -
GREAT WALSTEAD LIMITED

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ARTICLES OF ASSOCIATION

Interpretation

1.

In these Articles unless the context otherwise requires:

The School means Great Walstead School

Articles means these Articles of Association and the regulations of the Company from time to time in force.

The Act means the Companies Act 1985.

The Charities Act means the Charities Act 1993.

Month means calendar month.

Office means the registered office of the Company

Notice means notice in writing given personally or sent to the Company at its registered office or by or on behalf of the Company to any other person at his address as it appears in the Register of Members. Only those for whom the Registrar of Members shows an address in the United Kingdom shall be entitled to receive notices from the Company. Any notice sent by first-class prepaid post shall be deemed to have been served within 24 hours after it was posted

Words Words in the *masculine* include the feminine genders 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.

In writing means written, printed, partly one and partly another and all other modes of representing words in visible form.

The following rules of interpretation shall also apply:

Modification or Re-enactment

Reference to any provisions of the Act or the Charities Act 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 Act or the Charities Act (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.

Table C

Except where inconsistent with these Articles (in which case these Articles shall prevail) the Regulations set out in Table C in the Companies (Tables A to F) Regulations 1985 shall apply to the Company.

OBJECTS

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|----------------|-------------------------------------------------------------------------------------------------------------|
| Objects | 2. The Company is established for the purposes and has the powers set out in the Memorandum of Association. |
|----------------|-------------------------------------------------------------------------------------------------------------|

APPOINTMENT OF MEMBERS AND GOVERNORS

- | | |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Members | 3. The Members of the Company shall be those who on the date of adoption of these Articles of Association are the Governors of the School. Their names shall be entered in the Register of Members of the Company. |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------------------------------------------------------|
| Subsequent Members and Governors | 4. <table border="0" style="margin-left: 20px;"><tr><td style="vertical-align: top; padding-right: 10px;">(a)</td><td>Subject to Articles 26(c) and 28, the Board of Governors may at any time appoint further Members such that there shall be a maximum membership of TWELVE and a minimum membership of SEVEN.</td></tr><tr><td style="vertical-align: top; padding-right: 10px;">(b)</td><td>Each subsequent Member shall also be appointed a Governor of the School and the name of each subsequent Member shall be entered in the Register of Members.</td></tr><tr><td style="vertical-align: top; padding-right: 10px;">(c)</td><td>No teacher at the School or any other person employed by the School, or the spouse of a person employed by the School, shall be a Governor.</td></tr></table> | (a) | Subject to Articles 26(c) and 28, the Board of Governors may at any time appoint further Members such that there shall be a maximum membership of TWELVE and a minimum membership of SEVEN. | (b) | Each subsequent Member shall also be appointed a Governor of the School and the name of each subsequent Member shall be entered in the Register of Members. | (c) | No teacher at the School or any other person employed by the School, or the spouse of a person employed by the School, shall be a Governor. |
| (a) | Subject to Articles 26(c) and 28, the Board of Governors may at any time appoint further Members such that there shall be a maximum membership of TWELVE and a minimum membership of SEVEN. | | | | | | |
| (b) | Each subsequent Member shall also be appointed a Governor of the School and the name of each subsequent Member shall be entered in the Register of Members. | | | | | | |
| (c) | No teacher at the School or any other person employed by the School, or the spouse of a person employed by the School, shall be a Governor. | | | | | | |

		(d) A person may be a Governor notwithstanding that he is the parent of a pupil who is in receipt of a scholarship, bursary or other award or benefit granted in accordance with the provisions of the Memorandum of Association of the Company.
		(e) Subject to the provisions of Article 32(e) a Governor shall serve for a <u>continuous period</u> of no longer than FIFTEEN years and there shall be rotation in accordance with Article 31.
Register of Members	5.	The provisions of Section 352 of the Act (Obligation to keep and enter up register) shall be observed by the Company and every member of the Company shall sign a written consent to become a member (in the form of an application for membership) if required.
Membership Invitation	6.	A person who accepts the invitation of the Board of Governors to become a Member of the Company and Governor of the School shall become entitled to the privileges and benefits of membership including but not limited to the right to such information and advice with regard to the activities of the Company as it or any of its officers may reasonably be able to supply.
Cessation of Membership	7.	In accordance with Articles 29 to 31, a person shall cease to be a Member when he ceases to be a Governor.
ANNUAL GENERAL MEETING		
Articles applicable	8.	Articles 17 to 25 shall apply to each Annual General Meeting.
Timing	9.	An Annual General Meeting shall take place usually during November each year.
Convening an Annual General Meeting	10.	The Annual General Meeting shall be convened by the <u>Company Secretary</u> who shall send at least 21 clear days notice in writing of the meeting by first class post to each Member and all persons (including the Auditors) entitled to receive notice of it. With the consent of all Members a meeting may be convened by such notice as the Members think fit.
Contents of Notice	11.	The notice shall state the date, time and place of the meeting and the general nature of the business to be conducted.

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|---------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Omission to Give Notice | 12. | The accidental omission to give notice or the non-receipt of notice by any person entitled to receive it shall not invalidate any resolution or proceeding of the meeting. |
| Business at Annual General Meeting | 13. | <p>The business of the Annual General Meeting shall include:</p> <ul style="list-style-type: none"> (a) Consideration of the accounts and any documents annexed to them. (b) Consideration of the reports of the Board of Governors and of the Auditors. (c) The election of Governors in place of those retiring and confirmation of new appointments. (d) The appointment of auditors and the fixing of their remuneration. <p>Resolutions on these matters (where required) shall be by a <u>simple majority</u> of those attending and entitled to vote in person or by proxy.</p> |
| EXTRAORDINARY GENERAL MEETINGS | | |
| Extraordinary General Meetings | 14. | All General Meetings other than Annual General Meetings are Extraordinary General Meetings. |
| Articles Applicable | 15. | Articles 11 and 12 (Notices) and Articles 17 to 25 (Proceedings) shall apply to each Extraordinary General Meeting |
| Convening an Extraordinary General Meeting | 16. | <p>An Extraordinary General Meeting:</p> <ul style="list-style-type: none"> (a) may be convened whenever the Board of Governors sees 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 written requisition 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 <u>21 days from receipt of a requisition</u> given notice to convene the meeting. <p>At least <u>14 clear days notice in writing</u> must be given of the meeting by <u>first class post</u> to each Member and all persons (including the Auditors) entitled to receive notice of it. If a special resolution is to be considered <u>the notice</u></p> |

period shall be 21 clear days.

PROCEEDINGS AT GENERAL MEETINGS OF THE COMPANY

Rules about Quorum

17. (a) FIVE Members shall constitute a quorum for a General Meeting. A Member shall not be counted in the quorum on any matter on which he is not entitled to vote.
- (b) No business shall be transacted at any General Meeting unless a quorum is present.
- (c) If a quorum is not present within half an hour from the time appointed for a meeting to start:
- a meeting convened on the requisition of Members shall be dissolved
 - any other meeting shall be adjourned to such other time date and place not less than 15 days and not more than 30 days thence as the Chairman shall appoint.
 - if the adjourned meeting is inquorate half an hour after the time appointed for it to start, the Members present shall constitute a quorum.

The Chairman of a General Meeting

18. The Chairman of a General Meeting shall be:
- (a) the Chairman of the Board of Governors; or, 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,
- (b) the Vice Chairman of the Board of Governors; or 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,
- (c) a Governor chosen by the Members present to chair the meeting.

Adjournment of a General Meeting

19. (a) The Chairman of a General 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 90 days as the Chairman thinks fit. Note: Adjournment of an inquorate meeting is regulated by Article 17.
- (b) No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place.

		(c)	If a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Members shall not be entitled to notice of the <i>business</i> to be transacted at an adjourned meeting.
		(d)	If a General Meeting is adjourned for less than 30 days, Members shall not be entitled to notice of the adjourned meeting or the business to be transacted at it.
Votes of Members	20.	(a)	At a General Meeting of the Company every Member present in person or by proxy and entitled to vote shall have one vote.
		(b)	No Member shall be entitled to vote on any question at a General Meeting either <ul style="list-style-type: none"> personally; or by proxy; or as a proxy for another Member unless his membership is duly registered and he has paid every sum (if any) due and payable to the Company in respect of his membership.
		(c)	Votes may be given on a poll or a show of hands. On a poll votes may be given either personally or by proxy.
Proxy	21.	(a)	The instrument appointing a proxy shall be in writing and signed by the appointing Member ("principal").
		(b)	Only one proxy may be given by the principal for any one meeting and it may only be given to the Chairman.
		(c)	A proxy may require the Chairman to vote or abstain from voting on behalf of the principal as the Chairman thinks fit on matters arising for determination at any meeting
		(d)	The instrument appointing a proxy shall be deposited at the Office not less than <u>48 hours</u> before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of a poll, not less than <u>24 hours</u> before the time appointed for the taking of the poll. In default, the instrument shall not be treated as valid.
		(e)	An instrument appointing a proxy may be in the form set out in the Appendix or in any other form the Board of Governors may approve.
		(f)	No instrument appointing a proxy shall be valid after <u>12 months</u> from

the date of its execution.

- (g) The instrument appointing a proxy shall be deemed to confer authority to demand or join in a poll.
- (h) The death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed shall not invalidate a vote given in accordance with the terms of an instrument of proxy unless intimation in writing of any such event was received at the Office before the commencement of the meeting or adjourned meeting at which the proxy was used.

**Resolutions at 22.
a General Meeting**

- (a) Resolutions put to the vote of a General Meeting shall be decided:
 - on a show of hands; or
 - on a poll if demanded by:
 - (i) the Chairman or;
 - (ii) a Member or Members representing not less than one tenth of the total voting rights of all the Members entitled to vote at the meeting.
- (b) If a poll is not demanded the Chairman's declaration that a resolution has or has not been carried unanimously or by a particular majority is binding. An entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of all against that resolution. Note: Written resolutions are regulated by Article 25.

Poll

- 23.**
- (a) When a poll is demanded as described in Article 22 it shall be taken at such time and place in such a manner as the Chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting.
 - (b) The demand for a poll may be withdrawn.
 - (c) No poll shall be demanded on the election of a Chairman or the election of a Chairman of a meeting or on any question of an adjournment, unless the same is requested by at least five members.
 - (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Chairman's Second or Casting Vote	24.	The Chairman of the General Meeting shall be entitled to a second or casting vote in the case of an equality of votes, whether on a show of hands or on a poll.
Written Resolutions	25.	<p>(a) A resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings shall for the purpose of these Articles be as effective as if the same had been passed at a General Meeting of the Company duly convened and held.</p> <p>(b) Such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires Special Notice (resolutions to remove a director under s.303 or an auditor under s.391).</p>
THE BOARD OF GOVERNORS		
Number of Governors	26.	<p>(a) The Board of Governors shall comprise a minimum of SEVEN and a maximum of TWELVE at any one time (subject to Article 26(c) below).</p> <p>(b) Each Governor shall be a Member of the Company. Note: See Articles 3 to 7.</p> <p>(c) The Company may however by <u>special resolution</u> passed in General Meeting increase or reduce the number of Governors and determine in what rotation such numbers shall go out of office.</p>
Remuneration of Governors	27.	Except as provided for in the Memorandum of Association, the Governors shall not be entitled to receive any remuneration other than travelling, hotel and other expenses properly and reasonably incurred by them in connection with the conduct of the affairs of the Company.
Appointment Of Governors	28.	<p>(a) Governors shall be appointed in accordance with <u>Articles 3 to 6</u> and subject as below.</p> <p>(b) The Board of Governors may appoint any such person as they in their discretion consider suitable to be a Member and Governor to fill a <i>casual vacancy</i> or as an additional Member and Governor to the maximum number of Governors permitted under these Articles at any one time.</p> <p>(c) No person employed by the Company, nor the spouse of any person</p>

employed by the Company, shall be appointed as a Governor.

**Removal of
a Governor**

29. (a) Upon giving of special notice of 21 days the Company may by passing an ordinary resolution (and complying with the procedures set out in ss303 and 304 of the Act) 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.
- (b) 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.
- (c) Upon ceasing to be a Governor for any reason the person shall simultaneously cease to be a Member.
- (d) Any person appointed to fill a vacancy resulting from the removal of a Governor from office under Article 29(a) or to any other casual vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

**Disqualification
of Governors**

30. A Governor shall vacate office:
- (a) Upon ceasing to be a Member of the Company.
- (b) *At the next Annual General Meeting after his 70th birthday, unless he has previously been appointed as Chairman, in which case, subject to the provisions of Article 32(b), he shall remain a Member for as long as he is Chairman.*
- (c) Upon dying or becoming incapable of managing his affairs.
- (d) Upon being declared bankrupt or making any arrangement with his creditors.
- (e) Upon resignation in writing, on the expiry of at least two weeks notice given by the Governor in writing to the Board of Governors. *Such notice may not be withdrawn without the written consent of the Board of Governors.*
- (f) Upon removal from office by ordinary resolution of the Company in accordance with Article 29(a).
- (g) Upon failure to declare the nature of any direct or indirect interest in Company business as required by the Act.
- (h) Upon being disqualified under Section 72 of the Charities Act or ceasing to hold office by virtue of any provision of the Act.

**Rotation of
Governors**

- (i) Upon being absent from meetings of the Governors for a continuous period in excess of 12 months without the prior permission of the Chairman of the Governing Body.
- (j) Upon ceasing to be Chairman of the Governing Body. A retiring Chairman shall be eligible for re-election as a Governor after a break of at least twelve calendar months.
31. (a) TWO Governors shall retire from office at the first Annual General Meeting and at each subsequent Annual General Meeting.
- (b) The retiring Governors shall be those longest in the office since their last election or appointment.
- (c) In the absence of an agreement, those of equal seniority shall be selected by lot.
- (d) Subject to Article 4(e) a retiring Governor shall be eligible for re-election. After serving for a continuous period of FIFTEEN years a Governor shall not then be eligible for re-election without a break of at least twelve calendar months.

THE CHAIRMAN

**Appointment
and Removal**

32. (a) The Chairman of the Board of Governors shall be the person appointed by a simple majority by the Board of Governors to serve as Chairman. The Chairman may be removed as Chairman by the Board of Governors at any time by a simple majority of the Board of Governors.
- (b) A Chairman who has reached the age of 70 at the time of an Annual General Meeting shall be subject to annual reappointment thereafter. Note: See Article 30(b).
- (c) The Chairman shall be appointed for a term of five years and shall be eligible for re-election for a maximum of two terms.
- (d) A Chairman who has served as chairman for ten or more years shall not continue in that office nor be re-appointed without a break of at least twelve calendar months.
- (e) Notwithstanding the provisions of Articles 4(e) and 31(d) a Chairman may serve as a Governor and as Chairman of the Governing Body for the full period of ten years, if appointed more than twelve months before the end of a continuous period of fifteen years as a Governor.
- (f) If at any meeting the Chairman of the Board of Governors is not present within 15 minutes of the time appointed for the start of the meeting or is not willing to preside or if no chairman for the time

being is appointed, the Vice-Chairman shall preside or if s/he is not present within 15 minutes of the time appointed or is not willing to preside the Board of Governors shall choose one of their number to be chairman of the meeting.

Powers and Responsibilities of the Chairman

33. 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 General Meeting of the Company and each meeting of the Board of Governors and the right to a second and casting vote in any case of equality of votes at every such meeting. The expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman.

THE VICE-CHAIRMAN

Appointment and Removal

34. (a) The Vice-Chairman of the Board of Governors shall be the person appointed by a simple majority of the Board of Governors to serve as Vice-Chairman.
- (b) The Vice-Chairman may be removed from that office by the Board of Governors at any time by a simple majority of the Board of Governors.

CLERK TO THE GOVERNORS

General

35. The Board of Governors shall appoint and remove the Clerk to the Governors. A Clerk to the Governors who is not a member of the Board of Governors shall be appointed for such time and paid such reasonable remuneration as the Board of Governors think fit. The Clerk to the Governors shall normally attend Board of Governors meetings, but may be required to withdraw from any part of a meeting at which matters concerning the Clerk to the Governors are to be discussed.

Absence of the Clerk to the Governors

36. An assistant or deputy Clerk to the Governors may be appointed by the Governors to act in place of the Clerk to the Governors in his absence.

THE POWERS OF THE BOARD OF GOVERNORS

The General Powers of the Board of Governors

37. (a) The business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company except those which by these Articles or by the Act are required to be exercised only in General Meeting.

- (b) The Board of Governors shall be entitled to prescribe a Scheme of Management for the management of the Company and/or the charity and/or the School in such terms as the Governors in their absolute discretion think fit but consistent always with the terms of these Articles (if/as amended).
- (c) Any alteration in these Articles must be made by a special resolution of the Members in General Meeting.
- (d) The Board of Governors may pay all such initial expenses of the promotion, formation, establishment and registration of the Company as they think fit.
- (e) The Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than five Governors, they may act as the Board of Governors only to:
 - appoint Governors; and/or
 - call a General Meeting.

Borrowing

38. In accordance with Article 37 (but without limiting its generality) the Board of Governors may exercise all powers of the Company to:
- (a) borrow money.
 - (b) mortgage or charge the whole or any part of its undertaking in property (subject to the provisions of Part V of the Charities Act).
 - (c) issue debentures, debenture stock and other documents, whether outright or as security for any debt, liability or obligation of the Company.

PROCEEDINGS OF THE BOARD OF GOVERNORS

Generally

- 39.
- (a) The presence of FIVE of the Governors shall form a quorum for all business transacted at meetings of the Board of Governors.
 - (b) Resolutions of the Board of Governors shall be by a simple majority vote of those attending in person or by proxy and entitled to vote. In the event of equality of votes the Chairman shall have a second or casting vote. The rules relating to polls and voting by proxy shall be as defined in Articles 20-23 inclusive.
 - (c) The Clerk to the Governors upon the request of THREE Governors at any time shall by notice in writing served upon the Governors call a meeting of the Board of Governors.
 - (d) The Clerk to the Governors shall ensure that each Governor is sent an

		<p>Agenda for each Governing Body meeting at least 14 days in advance of the meeting.</p> <p>(e) Any Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Board of Governors.</p> <p>(f) A Governor shall not be entitled to vote in respect of any matter in which he is interested and shall not be counted in the quorum at any meeting at which any such matter is considered.</p> <p>(g) A quorate meeting of the Board of Governors shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board of Governors generally.</p>
Adjournment of a Meeting of the Board of Governors	40.	<p>(a) The Chairman of the 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 90 days as the Chairman thinks fit. Note: Adjournment of an <u>inquorate</u> meeting is regulated by Article 41.</p> <p>(b) No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place.</p> <p>(c) If a meeting of the Governing Body is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Governors shall not be entitled to notice of the <i>business</i> to be transacted at an adjourned meeting.</p> <p>(d) If a meeting of the Governing Body is adjourned for less than 30 days, Governors shall not be entitled to notice of the adjourned meeting or the business to be transacted at it.</p>
Adjournment of Inquorate Meetings of the Board of Governors	41.	<p>(a) A meeting of the Board of Governors shall be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Governing Body shall appoint <u>if</u> within 30 minutes of the time appointed for the start of the meeting a quorum is not present.</p> <p>(b) If at the adjourned meeting a quorum is again not present within 30 minutes of the time appointed for the start of the meeting those Governors present <u>shall be a quorum</u>.</p>
Delegation of Powers to Committees	42.	<p>(a) The Board of Governors may delegate any of its powers to committees consisting of such Governors or other persons as it thinks fit. The Governors shall indicate in writing to such a committee the extent and</p>

		nature of the powers so delegated.
	(b)	Such committees shall conform to any regulations imposed by the Board of Governors.
	(c)	The meetings and proceedings of any such committee shall 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 regulations made by the Board of Governors.
	(d)	Any committee so formed shall report all acts and proceedings to the Board of Governors as soon as is reasonably practicable.
Acts of the Governors	43.	All bona fide acts done by the Governors or the Board of Governors at any meeting shall be valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any Governor or other irregularity.
Minutes	44.	<p>The Governors shall cause proper minutes to be made of:</p> <p>(a) all appointments of officers.</p> <p>(b) proceedings of all meetings of the Company and the Board of Governors</p> <p>(c) all business transacted at such meetings.</p> <p>Such minutes if purporting to be signed by the Chairman of such meeting or the Chairman of the next succeeding meeting shall be sufficient evidence of the facts stated therein.</p>
Written Resolutions	45.	Notwithstanding <u>Article 39(b)</u> , a resolution in writing signed by each serving Governor shall have the same effect as if it had been passed at a meeting of the Board of Governors duly convened and constituted.
		ACCOUNTS
Accounting Records	46.	<p>(a) Accounting records shall be kept by the Governors in accordance with the Act 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 Governors think fit.</p> <p>(b) The accounting records shall be open to inspection by the Governors at all reasonable times.</p>

- (c) The Governors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act and the Act.
- (d) A copy of every annual statement of accounts, auditor's report and report of the Board of Governors which is to be laid before the Company at General Meeting shall be sent to every Member and every holder of debentures of the Company at least 21 days before the meeting.

AUDIT

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| Appointment of Auditors | 47. | <ul style="list-style-type: none"> (a) Auditors shall be appointed by the members at the Annual General Meeting and their duties regulated in accordance with the Act. (b) 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 Act. |
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INVESTMENT MANAGERS

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| Appointment of Investment Managers | 48. | <p>The Board of Governors may appoint as the investment manager for the Company any person whom they are satisfied after enquiry is a proper and competent person to act in that capacity and who is either:</p> <ul style="list-style-type: none"> (a) an individual of repute with at least 15 years experience of investment management and who is an authorised person within the meaning of the Financial Services Act 1986; or (b) a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services Act 1986 otherwise than by virtue of section 45(1)(J) of that Act as amended or re-enacted from time to time. |
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| Powers of Investment Managers | 49. | <p>The Board of Governors may delegate to investment managers so appointed at the discretion of the Board of Governors the power to buy and sell investments for the Company on behalf of the Board of Governors in accordance with the investment policy laid down by the Board of Governors. The Board of Governors may do so only on terms consistent with these Articles.</p> |
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| Delegation by the Board of Governors | 50. | <p>When the Board of Governors makes any delegation under these Articles it shall:</p> <ul style="list-style-type: none"> (a) inform the investment manager in writing of the extent of the |
|---------------------------------------------|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

		Company's investment powers;
		(b) lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
		(c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
		(d) ensure that it is kept informed and review on a regular basis the performance of the investment portfolio managed by the investment manager under his delegated authority;
		(e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
		(f) review the appointment at such intervals not exceeding 24 months as it thinks fit.
Terms of Delegation	51.	Any delegation by the Board of Governors under these Articles shall be on the terms that: <ul style="list-style-type: none"> (a) the investment manager shall comply with the terms of his delegated authority; (b) the investment manager shall not do anything which the Board of Governors do not have the power to do; (c) the Board of Governors may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of these Articles; and (d) the investment manager shall report in the manner directed by the Board of Governors all sales and purchases of investments made on its behalf.
Nominee	52.	The Board of Governors may make such arrangements as they think fit for <i>any investments by the Company of income from those investments to be held</i> by a corporate body as the nominee of the Board of Governors. The Board of Governors may pay reasonable and proper remuneration to any corporate body acting as the Board of Governors nominee in pursuance of this clause.
		INDEMNITY
Indemnity of Officers	53.	Subject to the provisions of the Act and the Charities Act every Governor, Auditor, Clerk to the Governors or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses,

expenses and liabilities incurred by him in the execution or the discharge of his duties.

Insurance

54. The Board of Governors shall have the power to purchase and maintain for any Governor such insurance as is permitted by the provisions of the **Appendix** to the Memorandum of Association of the Company.

DISSOLUTION

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55. Clause 8 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.

F.R.D. Chartres

CHAIRMAN OF TRUSTEES

27 November 1999