

Company No: 00887413
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
LAVANT HOUSE SCHOOL EDUCATIONAL TRUST LIMITED ("Trust")

Circulation Date: 24th September 2019 ("Circulation Date")

The Governors propose that the following special resolution is passed pursuant to Chapter 2 Part 13 of the Companies Act 2006.

RESOLUTION

THAT the Articles of Association a copy of which is attached to this resolution be adopted as the new Articles of Association of the Trust in place of the existing Articles of Association.

We certify that the above resolution was duly passed as a written resolution signed by all members of the trust and came into force on 1 October 2019.

Dated 11 October 2019

Ellis Jones Solicitors LLP

Ellis Jones Solicitors LLP
Solicitors for the Trust

WEDNESDAY



A16 *A8G0G12Q* #135
23/10/2019
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
Lavant House School Educational Trust Limited
(Adopted by special resolution passed on 1st October 2019)

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Association's articles of association for the time being in force;

Association: means Lavant House School Educational Trust Limited, which is a charitable company regulated by the Articles;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Charities Act: means the Charities Act 2011;

Charity Commission: means the Charity Commission for England and Wales;

Circulation Date: in relation to a written resolution, has the meaning given to it in the Act;

Clear Days: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

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

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Governor; or
- b) the spouse or civil partner of any person in (a); or
- c) any person who carries on business in partnership with a Governor or with any person in (a) or (b); or
- d) an institution which is controlled by either a Governor, any person in (a), (b) or (c), or a Governor and any person in (a), (b) or (c), taken together;
- e) a corporate body in which a Governor or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

Financial Expert: means a person who is reasonably believed by the Governors to be qualified to give advice on investments by reason of his ability in and practical experience of financial and other matters relating to investments;

Governor: means a director of the Association and includes the expression "Trustee" in clause 2. The Governors are charity trustees as defined in the Charities Act;

Member: means a person who is or becomes a member in accordance with the Articles;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

Objects: means the objects of the Association as stated below;

Special Resolution: has the meaning given in section 283 of the Act;

United Kingdom: means Great Britain and Northern Ireland; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1 any subordinate legislation from time to time made under it; and
 - 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall not apply to the Association.

2. Objects

2.1 The Association's Objects are to make grants to advance for the public benefit the education of boys and girls under 25 in any manner being exclusively charitable as the Trustees may from time to time determine.

3. Powers

3.1 The Association shall have power to do anything which is calculated to further its Objects as set out in Clause 2. In particular, the Association has power to:

- 3.1.1 Make grants to and support by any means educational establishments;
- 3.1.2 Award prizes and scholarships to pupils or intending pupils for proficiency in studies, exercise or games, and to provide pecuniary exhibitions or scholarships for the benefit of pupils who become students at any of the universities or at any other places of education or who undertake any special course of instruction or research work, and to provide means for training student teachers and students in the theory and practice of education.
- 3.1.3 Make donations or subscribe or guarantee money for the promotion of education.
- 3.1.4 accept (or disclaim) any gift of money, legacy or other property;
- 3.1.5 raise funds by way of subscription, donation or otherwise;
- 3.1.6 trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- 3.1.7 establish or purchase companies to carry on any trade;
- 3.1.8 sell, lease or otherwise dispose of all or any part of the Association's real or personal property and any and all rights of the Association, subject to such consents as may be required by law;
- 3.1.9 borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Association's property and assets, subject to such consents as may be required by law;
- 3.1.10 lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- 3.1.11 buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- 3.1.12 set aside funds for particular purposes or as reserves against future expenditure;

- 3.1.13 deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- 3.1.14 delegate the management of investments to a Financial Expert, but only on terms that:
- (i) the Association's investment policy is set down in writing by the Governors for the Financial Expert;
 - (ii) all transactions are reported promptly and regularly to the Governors;
 - (iii) investment performance is reviewed regularly with the Governors;
 - (iv) the delegation arrangement may be cancelled by the Governors at any time;
 - (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
 - (vi) all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Governors on receipt;
 - (vii) the Financial Expert must not do anything outside the powers of the Association;
 - (viii) arrange for the investments or other property of the Association to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Governors or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- 3.1.15 co-operate with other bodies and to exchange information and advice with them;
- 3.1.16 establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- 3.1.17 enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- 3.1.18 acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- 3.1.19 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.20 provide or procure the provision of advice;
- 3.1.21 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- 3.1.22 promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- 3.1.23 subject to Article 4:

- (i) employ and remunerate any person or persons as necessary for the proper pursuit of the Objects; and
 - (ii) make reasonable provision for the payment of pensions for employees and their dependents;
- 3.1.24 take out such insurance policies as are necessary to protect the Association;
- 3.1.25 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.26 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- 3.1.27 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.1.28 provide and assist in the provision of money, materials or other aid;
- 3.1.29 act as trustee and to undertake and execute charitable trusts;
- 3.1.30 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects;
- 3.1.31 do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

3.2 Provided always:

- 3.2.1 that the objects or powers contained in clause 3.1 above shall be deemed to be ancillary only to the principal objects of the Association;
- 3.2.2 that nothing hereinbefore contained shall be deemed to authorise the application of the property of the Association otherwise than in a manner calculated to promote its charitable objects; and
- 3.2.3 that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners of England and Wales [or the Department of Education and Science], the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property as 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 such Council of Management or Governing body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners [or the Secretary of State for Education and Science] over such

Council of Management or Governing Body but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. Application of income and property

- 4.1 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the Objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of Dividend, Bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, or other person, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding Five per centum per annum on money lent nor the repayment to any Member of any principal secured to such member by any Debentures issued by the Association or the payment of interest at the rate aforesaid or repayment of principal to any Member in respect of any other money which may at any time be lent to the Association or reasonable and proper rent for premises demised or let by any Member of the Association; but so that no Member of the Council or Governing Body of the Association, if a Member of such Council shall hold or be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys' worth shall be given by the Association to any Member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid or money lent to the Association and proper rent for premises demised or let to the Association.
- 4.2 Provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or Governing Body may be a member and in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. Liability of Members

- 5.1 The liability of the Members is Limited.
- 5.2 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the time he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.

6. Winding up

- 6.1 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Member of the Association, but shall, after due provision has been made for the continuance of any pensions or allowances to retired employees of the Association, or to the dependants of deceased employees in accordance with any pension scheme for the time being in force at the date of liquidation, either be given or transferred to three trustees, to be nominated by the Members of the Council of the Association, to be held by them upon trust to apply the same exclusively in such manner as they shall think fit for charitable purposes, including the promotion of education generally, or given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Association, 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 on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Member of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object for the benefit of education generally.

7. Members

- 7.1 The following persons and none others shall be Members of the Association:
- 7.1.1 The existing members at the date of adoption of these Articles.
 - 7.1.2 Such other persons as may desire to be admitted to Membership and who may be elected by the Governors to be Members of the Association.
- 7.2 Membership is not transferable.

8. Termination of membership

- 8.1 A Member shall cease to be a Member if he or she gives notice to the Association of his resignation as a Member or dies.
- 8.2 If the Governors shall be of the opinion that it is not in the interests of the Association that any Member shall continue to be a Member thereof, the Governors may convene an Extraordinary General Meeting of the Association and such Member may by Special Resolution be removed from Membership of the Association and thereupon his name shall be removed from the Register, and he shall cease to be a Member, and shall forfeit his interest and privileges in the Association. Provided always that any Member in relation to whom any such Special Resolution is to be proposed shall be entitled to address the Meeting at which the same is to be proposed in regard to such resolution.

9. General meetings of members

- 9.1 The Governors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.

- 9.2 General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Association.
- 9.3 No business shall be transacted at any general meeting unless a quorum is present. A quorum is three Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 9.4 A Member is entitled to appoint another person as his proxy, in accordance with the Act, to exercise all or any of his rights to attend and to speak and vote at a meeting of the Association.
- 9.5 The President or, failing him, the Chairman of the Governors, or in his absence the Vice-Chairman thereof, shall preside as Chairman at every General Meeting of the Association. If there be no such officers, or if at any Meeting none of them be present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Governors present to be Chairman, or, if no Governors be present and willing to take the chair, the Members present shall choose one of their number to be Chairman.
- 9.6 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 9.7 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 9.8 In the case of an equality whether on a show of hands or a poll the chair of the meeting shall be entitled to a second or casting vote.
- 9.9.1 A poll may be demanded by any Member present in person or by proxy, and shall be taken in such manner as the chair directs.
- 9.9.2 No poll may be demanded on the election of the chair of a meeting.
- 9.9.3 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 the poll is demanded.
- 9.10 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 9.11 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

10. Written resolutions

- 10.1 Subject to Article 10.4, a written resolution of the Members passed in accordance with this Article 10 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- 10.1.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - 10.1.2 as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 10.2 Where a resolution is proposed as a written resolution of the Association, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 10.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.
- 10.4 A Members' resolution under the Act removing a Governor or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 10.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 10.6 A Member signifies their agreement to a proposed written resolution when the Association receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 10.6.1 if the document is sent to the Association in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - 10.6.2 if the document is sent to the Association in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Association or, where no such manner has been specified by the Association, if it is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.
- 10.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 10.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.

10.9 Communications in relation to written resolutions shall be sent to the Association's auditors in accordance with the Act.

10.10 The Members may require the Association to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

11. Council of Management

11.1 The Governors constitute the Council of Management, which has all the functions and powers of a board of directors.

11.2 Unless otherwise determined by ordinary resolution of members the number of Governors (excluding ex officio members) shall not be more than twenty or less than four.

11.3 A Governor may not appoint an alternate Governor or anyone to act on their behalf at meetings of the Governors.

12. Powers of Governors

12.1 Subject to the provisions of the Act, the Articles and any Special Resolution, the Governors shall be responsible for the management of the Association's business and may exercise all the powers of the Association for that purpose.

12.2 No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Governors.

12.3 A meeting of the Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

13. Appointment of Governors

13.1 Any person who is willing to act as a Governor, and who is permitted by law to do so, may be appointed to be a Governor by resolution of the Governors or ordinary resolution of the members whether to fill a casual vacancy or as an additional Governor provided:

13.1.1 the appointment must not cause the maximum number of Governors to be exceeded.

13.1.2 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Governor.

13.2 The Governors may from time to time elect a Member of the Association as President thereof. The President may be elected for such other period as the Governors may determine. The President shall be entitled to take the chair at General Meetings of the Association and shall be an ex officio Governor.

14. Disqualification and removal of Governors

14.1 A Governor shall cease to hold office if he or she:

- 14.1.1 is removed by ordinary resolution of the Association pursuant to the Act;
- 14.1.2 ceases to be a Governor by virtue of any provision in the Act or is prohibited by law from being a Governor;
- 14.1.3 is disqualified from acting as a charity trustee by virtue of the Charities Act;
- 14.1.4 ceases to be a Member of the Association;
- 14.1.5 has a bankruptcy order made against him or her or a composition is made with his or her creditors generally in satisfaction of debts;
- 14.1.6 in the written opinion of a registered medical practitioner who is treating the Governor, has become physically or mentally incapable of acting as a Governor and may remain so for more than three months;
- 14.1.7 resigns by written notice to the Association;
- 14.1.8 is requested in writing by all his or her fellow Governors to resign.

14.2 But any act done in good faith by a Governor whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has been served upon the Governors or an entry has been made in the Governor's Minute Book stating that such Governor has ceased to be a Governor of the Association.

14.3 The continuing Governors may act notwithstanding any vacancy in their body, but if and so long as the number of Governors is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of the Governors, the continuing Governors may act for the purpose of increasing the number of Governors to that number, or of summoning a General Meeting of the Association, but for no other purpose.

15. Proceedings of Governors

15.1 Subject to the provisions of the Articles, the Governors may regulate their proceedings as they think fit and determine the quorum necessary for the transaction of business.

15.2 Acts done by a meeting of the Governors or of a committee or by a person acting as a Governor shall not be invalidated by the subsequent realisation that:

- 15.2.1 the appointment of any such Governor or person acting as a Governor was defective; or
- 15.2.2 any or all of them were disqualified; or
- 15.2.3 any or all of them were not entitled to vote on the matter.

- 15.3 Each Governor shall be paid out of funds of the Association all out-of-pocket expenses in respect of travelling for each Meeting of the Governors he shall attend, but save as aforesaid, the Governors shall discharge their duties as such without remuneration.
- 15.4 If the Governors or any other person shall become personally liable for the payment of any sum primarily due from the Association, the Governors may execute or cause to be executed any mortgages or security over or affecting the whole or any part of the assets of the Association by way of indemnity to secure the Governors or persons so becoming liable as aforesaid from any loss in respect of such liability.
- 16. Calling a council meeting**
- 16.1 Any Governor may call a meeting of the council by giving notice of the meeting to the other Governors or by authorising the Association's secretary (if any) to give such notice.
- 16.2 Notice of a meeting of the council must be given to each Governor, but need not be in writing. The notice must specify:
- 16.2.1 the time, date and place of the meeting;
 - 16.2.2 the general particulars of the business to be considered at the meeting; and
 - 16.2.3 if it is anticipated that the 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.
- 17. Participation in council meetings**
- 17.1 Any Governor may participate in a meeting of the council in person or by means of video conference, telephone or any suitable electronic means agreed by the Governors and by which all those participating in the meeting are able to communicate with all other participants.
- 17.2 If all the Governors participating in the 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.
- 18. Quorum for council meetings**
- 18.1 The quorum for council meetings may be fixed from time to time by a decision of the Governors. Unless otherwise fixed, it is four.
- 18.2 At a council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19. Chairing council meetings**
- 19.1 The Governors may elect a Chairman and Vice-Chairman of their Meetings and determine the period for which they are to hold office; but if no such Chairman or Vice-Chairman be elected or if at any Meeting the Chairman be not present within five minutes after the time appointed for

holding the same, the Vice-Chairman shall take the chair, and if such Vice-Chairman be not present, the Governors present shall choose some one of their number to be Chairman of such Meeting.

20. Decision-making by Governors

- 20.1 The general rule about decision-making by Governors is that any decision of the Governors must be either a majority decision at a meeting or a decision taken in accordance with article 21.
- 20.2 Each Governor has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

21. Unanimous decisions by Governors

- 21.1 A decision of the Governors is taken in accordance with this Article when all eligible Governors indicate to each other by any means that they share a common view on a matter.
- 21.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Governor or to which each eligible Governor has otherwise indicated agreement in writing.
- 21.3 References in this Article to eligible Governors are to Governors who would have been entitled to vote on the matter had it been proposed as a resolution at a council meeting.
- 21.4 A decision may not be taken in accordance with this article if the eligible Governors would not have formed a quorum at such a meeting.

22. Delegation by Governors

- 22.1 The Governors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee including two or more Governors.
- 22.2 The Governors may delegate the implementation of their decisions or day-to-day management of the affairs of the Association to any person or committee.
- 22.3 The terms of reference of a committee may include conditions imposed by the Governors, including that:
 - 22.3.1 the relevant powers are to be exercised exclusively by the committee to whom the Governors delegate; and
 - 22.3.2 no expenditure or liability may be incurred on behalf of the Association except where approved by the Governors or in accordance with a budget previously agreed by the Governors.

- 22.4 Persons who are not Governors may be appointed as members of a committee, subject to the approval of the Governors.
- 22.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Governors.
- 22.6 The terms of any delegation to a committee shall be recorded in the minute book.
- 22.7 The Governors may revoke or alter a delegation.
- 22.8 All acts and proceedings of any committee shall be fully and promptly reported to the Governors.

23. Conflicts of interest

- 23.1 A Governor must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.
- 23.2 A Governor must absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).
- 23.3 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:
- 23.3.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 23.3.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
 - 23.3.3 the unconflicted Governors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article 23.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

24. Secretary

- 24.1 The Governors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Governors think fit. From time to time the Governors may decide to remove such person and to appoint a replacement.
- 24.2 A secretary who is also a Governor may not be remunerated, otherwise than as permitted by these Articles.

25. Change of company name

- 25.1 The name of the Association may be changed by:
- 25.1.1 decision of the Governors; or
 - 25.1.2 a Special Resolution of the Members,
- or otherwise in accordance with the Act.

26. Minutes

- 26.1 The Governors shall cause the Association to keep the following records in writing and in permanent form:
- 26.1.1 minutes of proceedings at general meetings;
 - 26.1.2 minutes of meetings of the Governors and of committees of the Governors, including the names of the Governors present at each such meeting;
 - 26.1.3 copies of resolutions of the Association and of the Governors, including those passed otherwise than at general meetings or at meetings of the Governors; and
 - 26.1.4 particulars of appointments of officers made by the Governors.

27. Records and accounts

- 27.1 The Governors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 27.1.1 annual reports;
 - 27.1.2 annual returns; and
 - 27.1.3 annual statements of account.
- 27.2 Accounting records relating to the Association must be made available for inspection by any Governor at any reasonable time during normal office hours.

- 27.3 A copy of the Association's latest available statement of account shall be supplied on request to any Governor or Member, or to any other person who makes a written request and pays the Association's reasonable costs of fulfilling the request, within two months of such request.

28. Communications

- 28.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
- 28.2 Subject to the Articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- 28.3 A Governor may agree with the Association that notices or documents sent to that Governor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

29. Irregularities

- 29.1 The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.