

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**  
**of**  
**ST PHILIP'S SCHOOL TRUST LIMITED**

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**Company Number: 01789733**  
**Charity Number: 288887**  
**Date of Incorporation: 7 February 1984**  
**Articles Adopted on: 27 June 2022**

**Ref: JBA/JLD/STP0001/2**

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**ST PHILIP'S SCHOOL TRUST LIMITED**

**DEFINITIONS AND INTERPRETATION**

**1. Definitions and interpretation**

- 1.1. In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

<b>Act</b>	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
<b>Articles</b>	means these Articles of Association;
<b>Charities Act</b>	means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;
<b>Charity</b>	means St Philip's School Trust Limited;
<b>Charity Commission</b>	means the Charity Commission for England and Wales;
<b>clear days</b>	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

<b>Connected Person</b>	any person falling within one of the following categories: <ul style="list-style-type: none"> <li>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Governor; or</li> <li>(b) the spouse or civil partner of any person in (a); or</li> <li>(c) any other person in a relationship with a Governor which may reasonably be regarded as equivalent to such relationship as is mentioned at (a) or (b); or</li> <li>(d) any company, partnership or firm of which a Governor is a paid director, member, partner or employee or shareholder holding more than 1% of the capital;</li> </ul>
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic form</b>	has the meaning given in section 1168 of the Act;
<b>Financial Expert</b>	means a person who is reasonably believed by the Governors to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments;
<b>Governing Body</b>	means the Governing Body for the time being of the Charity;
<b>Governor</b>	means a director of the Charity and includes any person occupying the position of director by whatever name called. A Governor is a charity trustee as defined in the Charities Act and is a member of the Governing Body;
<b>Member</b>	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
<b>Memorandum</b>	means the memorandum of association of the Charity;
<b>Model Articles</b>	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
<b>Objects</b>	the objects of the Charity as set out in Article 4;
<b>Ordinary Resolution</b>	has the meaning given in section 282 of the Act;
<b>proxy notice</b>	has the meaning given in Article 17;

<b>School</b>	means St Philip's School Trust Limited;
<b>Seal</b>	means the common seal of the Charity;
<b>Secretary</b>	means any person appointed to perform the duties of the secretary of the Charity;
<b>Special Resolution</b>	has the meaning given in section 283 of the Act;
<b>United Kingdom</b>	means the United Kingdom of Great Britain and Northern Ireland.
<b>writing</b>	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 or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 1.3. All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.4. Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5. The Model Articles shall not apply to the Charity.

#### **CHARITY DETAILS**

#### **2. Name**

- 2.1. The name of the Charity is St Philip's School Trust Limited.

#### **3. Registered office**

- 3.1. The registered office of the Charity is to be situated in England.

#### **OBJECTS AND POWERS**

#### **4. Objects**

- 4.1. The Charity's Objects are restricted specifically for the public benefit:

- 4.1.1. to promote the Roman Catholic Church and its tenets;
- 4.1.2. to promote and provide for the advancement of education of children whether in the United Kingdom or elsewhere and in particular of children who (or whose parents or guardians) profess the tenets of the Roman Catholic Church or children who would benefit from being educated in an environment where such tenets are upheld and advanced.

## 5. Powers

5.1. In furtherance of the Objects, but not further or otherwise, and in addition to any other powers it may have the Charity shall have power:

- 5.1.1. to purchase acquire or otherwise take over as a going concern (and thereafter carry on and develop as a charitable school under the name "St Philip's School") the Preparatory School for Boys now carried on by Mrs Edith Muriel Tibbits and Mr David Richard Atkinson at 6 Wetherby Place London SW7 under the firm name of St Philip's School;
- 5.1.2. to establish or acquire as a going concern and carry on or manage any subsidiary affiliated or other schools for the education of children who (or whose parents or guardians) profess the tenets of the Roman Catholic Church or children who would benefit from being educated in an environment where such tenets are upheld and advanced either in connection with the above-mentioned School or as independent schools and to supply to the pupils general and specialist instruction of the best possible kind together with physical, moral and religious instruction but so that each such school shall be carried on as an educational charity;
- 5.1.3. to provide for the training and instruction of pupils at the said schools in every branch of learning, in citizenship, in outdoor pursuits and in arts and crafts of all kinds, and on the basis of Christian principles to provide such pupils with spiritual, moral, mental and physical training;
- 5.1.4. to provide, erect, construct, lay down, carry out, enlarge, alter, maintain, improve, equip, manage and superintend (and by subsidy or contribution or otherwise assist or take part in so doing) any school houses, boarding houses, classrooms, laboratories, gymnasiums, sanatoriums, playgrounds and playing fields, swimming and other baths, reading rooms, libraries and studios and generally any buildings, works, machinery and conveniences that may be necessary or desirable for the promotion of the Objects;
- 5.1.5. to provide facilities for recreation and other leisure time occupation for children in the interests of their social welfare within the meaning of the Charities Act and as therein limited;
- 5.1.6. to create and administer and assist in the creation and administration of scholarships, exhibitions and bursaries, and where needed to provide financial assistance (either by the reduction or remission of fees or by such other means as shall be thought fit) for parents and guardians in the maintenance of pupils at the said schools;
- 5.1.7. to work in any part of the world where the Objects can be achieved;
- 5.1.8. to accept any gift or transfer of money or any other property whether or not subject to any special trust;

- 5.1.9. to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 5.1.10. to purchase or form trading companies alone or jointly with others;
- 5.1.11. to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.1.12. to maintain, alter or equip for use any real or personal estate;
- 5.1.13. to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;
- 5.1.14. subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 5.1.15. subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5.1.16. to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 5.1.17. to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.1.18. to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.1.19. to acquire or merge with any other charity formed for any of the Objects;
- 5.1.20. to enter into partnership, joint venture or other arrangement with any organisation with objects similar in whole or part to the Objects;
- 5.1.21. to affiliate to or accept affiliation from any organisation with objects similar in whole or part to the Objects;
- 5.1.22. to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.1.23. to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification;
- 5.1.24. to delegate the management of investments to a Financial Expert but only on terms that:
  - 5.1.24.1. the investment policy is set down in writing for the Financial Expert by the Governors;



- 5.1.24.2. make provision for appropriate and regular reporting obligations to the Governors or to a committee authorised by the Governors to receive such reports in respect of all transactions and a requirement for the prompt reporting of all transactions over a specified amount;
- 5.1.24.3. the performance of the investments is reviewed regularly with the Governors;
- 5.1.24.4. the Governors shall be entitled to cancel the delegation arrangement at any time;
- 5.1.24.5. the investment policy and the delegation arrangement are reviewed at least once a year;
- 5.1.24.6. all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
- 5.1.24.7. the Financial Expert must not do anything outside the powers of the Governors;
- 5.1.25. to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Governors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.1.26. to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 5.1.27. to provide indemnity insurance to cover the liability of the Governors or any other officer of the Charity:
  - 5.1.27.1. 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 he may be guilty in relation to the Charity but not extending to:
    - (a) any liability resulting from conduct which the Governors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Governors did not care whether such conduct was in the best interests of the Charity or not;
    - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;
    - (c) any liability to pay a fine or regulatory penalty.

- 5.1.27.2. to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Governor's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 5.1.28. to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Governor to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.1.29. subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.1.30. to enter into contracts to provide services to or on behalf of other bodies;
- 5.1.31. to establish subsidiary companies to assist or act as agents for the Charity;
- 5.1.32. to publish or distribute information;
- 5.1.33. to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.1.34. to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.1.35. to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.1.36. to act as trustee of any trust;
- 5.1.37. to make any charitable donation either in cash or assets;
- 5.1.38. to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.1.39. to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity;
- 5.1.40. to do all such other lawful things as are calculated to further the Objects, or any of them, or are incidental or conducive to doing so.

**APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND  
LIMITED LIABILITY OF MEMBERS**

**6. Application of income and property**

6.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2. None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Charity. This does not prevent a Member who is not also a Governor of the Charity receiving:

6.2.1. a benefit from the Charity in the capacity of a beneficiary of the Charity;

6.2.2. reasonable and proper remuneration for any goods or services rendered to the Charity;

6.2.3. interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Governors or 3%, whichever is the greater;

6.2.4. reasonable and proper rent for premises demised or let to the Charity;

6.2.5. any premium in respect of insurance to cover any of the liabilities specified in Article 5.

6.3. A Member who is also a Governor may only receive a benefit, directly or indirectly, in accordance with Article 6.4 below.

6.4. A Governor or a Connected Person:

6.4.1. shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;

6.4.2. may receive an indemnity from the Charity in accordance with Article 38;

6.4.3. may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5;

subject thereto, and to Article 8, no Governor or Connected Person may receive any payment or other material benefit, directly or indirectly, from the Charity unless:

6.4.4. the payment is expressly permitted in Article 6.5 below and the conditions set out in Article 6.6 are followed; or

6.4.5. the Governors obtain the prior written approval of the Charity Commission.

6.5. A Governor or a Connected Person may directly or indirectly:

6.5.1. receive a benefit in the capacity of a beneficiary of the Charity;

- 6.5.2. enter into a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Governor;
  - 6.5.3. receive fees, remuneration or other benefit or money's worth from the Charity under a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Governor;
  - 6.5.4. receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Governors or 3%, whichever is the greater;
  - 6.5.5. receive reasonable and proper rent for premises demised or let to the Charity.
- 6.6. The authority in Articles 6.4 and 6.5 above is subject to the following conditions being satisfied:
- 6.6.1. the remuneration or other sums paid to or for the benefit of the Governor or a Connected Person do not exceed a maximum amount which is reasonable in all the circumstances;
  - 6.6.2. prior to any payment being made to the Governor or a Connected Person or for the Governor's or Connected Person's benefit (other than in their capacity as a beneficiary) an appropriate written contract is concluded between the Governor (or relevant person) and the Charity containing the full details of his duties and obligations to the Charity, the maximum amount of remuneration payable to him and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any authorised person;
  - 6.6.3. the other Governors are satisfied that it is in the interests of the Charity to contract with that Governor (or relevant person) rather than with someone who is not a Governor (or relevant person). In reaching that decision the Governors shall balance the advantage of contracting with the Governor (or relevant person) against the disadvantages of doing so (including the loss of the Governor's services as a result of dealing with the Governor's conflict of interests);
  - 6.6.4. a majority of the Governors then in office are not in receipt of such payments;
  - 6.6.5. the provisions of Article 7 below are observed in relation to any discussions of the Governors concerning that Governor's interest, his remuneration or any variation of his remuneration;

and, in this Article, where Article 6.5 applies in respect of a Governor indirectly, a **relevant person** is a person (other than the Governor) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 6.5.2, 6.5.4 or 6.5.5 as the case may be.

## 7. Conflicts of interests

7.1. Whenever a Governor has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Governors or a committee of the Governors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Governor concerned shall:

- 7.1.1. declare an interest at or before any discussion on the item;
- 7.1.2. withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
- 7.1.3. not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- 7.1.4. withdraw during the vote and have no vote on the item.

7.2. Where a Governor becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Governors, the Governor concerned shall:

- 7.2.1. as soon as possible declare an interest to all the other Governors;
- 7.2.2. not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Governor who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

7.3. Articles 7.1.2 to 7.1.4 and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4. If a conflict of interests arises for a Governor, which may but need not be 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, then, on the matter being proposed to the Governors, the unconflicted Governors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.

7.5. A conflict of interests may only be authorised under Article 7.4 if:

- 7.5.1. the unconflicted Governors consider it is in the interests of the Charity to do so in the circumstances applying;
- 7.5.2. the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and
- 7.5.3. the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Governor which may arise from the authorised conflict.

7.6. Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Governors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Governor:

7.6.1. to disclose information confidential to the Charity to a third party; or

7.6.2. to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

## **8. Charging article**

- 8.1. Notwithstanding any other provision of the Articles, any firm, company or organisation which possesses specialist skills or knowledge required by the Charity for its proper administration may charge and be paid reasonable charges for work of that nature done by it notwithstanding that one or more of the Governors of the Charity is a director or other senior officer, partner, member or employee of that firm, company or organisation and such charges may include charges in respect of work carried out by such Governor.

## **9. Limited liability of Members**

- 9.1. The liability of the Members is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for:

9.1.1. payment of the debts and liabilities of the Charity contracted before he ceases to be a Member,

9.1.2. payment of the costs, charges and expenses of winding up, and

9.1.3. adjustment of the rights of the contributories among themselves.

## **10. Surplus assets**

- 10.1. If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Charity (the **Charity's surplus assets**), the same shall not be paid to or distributed among the Members of the Charity (unless such a Member is a charity registered in any part of the world, provided that that Member has objects in line with the Objects), but shall be given or transferred in accordance with this Article.

- 10.2. The Members of the Charity may at any time before, and in expectation of, its dissolution resolve that the Charity's surplus assets shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

10.2.1. directly for one of more of the Objects;

10.2.2. to any one or more charities for purposes which are similar to the Objects;

10.2.3. to any one or more charities for use for particular purposes falling within the Objects; or

10.2.4. to some other charitable purpose.

- 10.3. Subject to any such resolution of the Members of the Charity, the Governors of the Charity may at any time before and in expectation of its dissolution resolve that the Charity's surplus assets shall on or before dissolution of the Charity be applied or transferred in any of the following ways:
- 10.3.1. directly for one or more of the Objects;
  - 10.3.2. to any one or more charities for purposes which are similar to the Objects;
  - 10.3.3. to any one or more charities for use for particular purposes falling within the Objects; or
  - 10.3.4. to some other charitable purpose.
- 10.4. In the event of no resolution being passed by the Members or the Governors in accordance with this Article on the winding-up or dissolution of the Charity, the Charity's surplus assets shall be applied for charitable purposes as directed by the Court or the Charity Commission.
- 10.5. If the Charity is a trustee of any trusts at the time it is wound up or dissolved, the Charity shall procure the appointment of a new trustee or trustees of those trusts in the place of the Charity.
- 10.6. Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

## **MEMBERSHIP**

### **11. Members**

- 11.1. The number of Members with which the Charity proposes to be registered is 100, but the Governing Body may from time to time register an increase of Members.
- 11.2. Any Governor shall, by agreeing to become a Governor, agree to become a Member of the Charity and accordingly shall be admitted to membership of the Charity on his appointment as Governor.
- 11.3. Membership of the Charity is open to any individual who or organisation which:
- 11.3.1. is interested in promoting the Objects;
  - 11.3.2. applies to the Charity in the form required by the Governors;
  - 11.3.3. is approved by the Governors; and
  - 11.3.4. signs a written consent to become a member,
- provided that no individual who or organisation which is in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Charity (save as permitted by Article 6 above) shall be eligible to be a member of the Charity.

- 11.4. An application for membership may be approved or rejected by the Governors and no applicant shall be admitted to membership of the Charity unless their application for membership has been approved by the Governors. The Governors may in their absolute discretion, decline an application for membership and any such decision shall be final and no reason shall be required to be appended to the decision.
- 11.5. The Governors may suspend membership of the Charity in accordance with any policy adopted in accordance with Article 39 below.
- 11.6. Membership is not transferable.
- 11.7. The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

## **12. Duty of Members**

- 12.1. Each member of the Charity owes a fiduciary duty to the Charity.
- 12.2. It is the duty of each member of the Charity to exercise his powers as a member of the Charity in the way he decides in good faith would be most likely to further the purposes of the Charity.
- 12.3. Whenever a Member has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Members or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Member concerned shall:
  - 12.3.1. declare an interest at or before any discussion on the item;
  - 12.3.2. withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
  - 12.3.3. not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - 12.3.4. withdraw during the vote and have no vote on the item.
- 12.4. Where a Member becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Members, the Member concerned shall:
  - 12.4.1. as soon as possible declare an interest to the Chairperson of the Governing Body;
  - 12.4.2. not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Member who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

## **13. Classes of membership**

- 13.1. The Governors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.



## **14. Termination of membership**

### **14.1. Membership is terminated if:**

- 14.1.1. the Member dies or, if it is an organisation, ceases to exist;
- 14.1.2. the Member becomes incapable of managing their affairs;
- 14.1.3. the Member gives notice of retirement provided that after such retirement the number of Members is not less than four;
- 14.1.4. any sum due from the Member to the Charity has been wholly or partly outstanding for at least six months and the Charity serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served. For the avoidance of doubt the Governors may in their absolute discretion delay in serving such notice for any period which they think fit;
- 14.1.5. it is determined by the Charity that the application on which the Member was admitted contained or referred to information which was false or misleading and termination is recommended to the Governors providing that due notice is given to the said Member and that the Member has the opportunity to make representations to the Governors before the Governors make a decision;
- 14.1.6. the Member is removed from membership by a resolution of the Governors that it is in the best interests of the Charity that his membership is terminated. Such a resolution may only be passed if:
  - 14.1.6.1. the Member has been given at least 14 clear days' notice in writing of the meeting of the Governors at which the resolution will be proposed and the reasons for its proposal; and
  - 14.1.6.2. the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Charity, has been permitted to make representations to the meeting;
- 14.1.7. in the case of a Governor of the Charity, the Member ceases to be a Governor.

## **MEETINGS OF MEMBERS**

## **15. General meetings**

- 15.1. The Governors may call general meetings.
- 15.2. On the requisition of Members pursuant to the Act the Governors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any Members representing at least 5% of the voting rights in the Charity may call a general meeting in accordance with the provisions of the Act.

## **16. Notice of general meetings**

- 16.1. General meetings shall be called by at least 14 clear days' notice.
- 16.2. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.
- 16.3. The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.
- 16.4. Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:
  - 16.4.1. every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
  - 16.4.2. the auditor for the time being of the Charity; and
  - 16.4.3. each Governor.
- 16.5. No person other than those specified in Article 16.4 above shall be entitled to receive notice of general meetings.
- 16.6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 16.7. A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **17. Proxies**

- 17.1. A Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity.
- 17.2. Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
  - 17.2.1. states the name and address of the Member appointing the proxy;
  - 17.2.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 17.2.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
  - 17.2.4. is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 17.3. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:

["St Philip's School Trust Limited

.....

I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ..... of ....., or failing him, [..... of .....] [the Chairperson of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on [date], and at any adjournment thereof.

Signed on [insert date]"

- 17.4. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. In default of any other form of proxy notice being specified, the following form may be used for this purpose:

["St Philip's School Trust Limited

.....

I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ..... of ....., or failing him [..... of .....] [the Chairperson of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against [\*vote withheld] [\*discretionary]

Resolution No. 2 \*for \*against [\*vote withheld] [\*discretionary].

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [insert date]" .]

- 17.5. Unless a proxy notice indicates otherwise, it must be treated as:

- 17.5.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 17.5.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 17.6. Proxy notices may:

- 17.6.1. in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 17.6.2. in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:
    - 17.6.2.1. in the notice convening the meeting, or
    - 17.6.2.2. in any instrument of proxy sent out by the Charity in relation to the meeting, or
    - 17.6.2.3. in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;
  - 17.6.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or
  - 17.6.4. in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the Secretary or to any Governor;
- and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.
- 17.6.5. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
  - 17.6.6. An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - 17.6.7. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

## **18. Representation of organisations at general meetings**

- 18.1. Where an organisation is a Member of the Charity, it may authorise any person to act as its representative at any meeting of the Charity. Such a representative shall, subject to Article 18.2, be entitled to exercise on behalf of the Member organisation the same powers as the organisation could exercise if it were an individual member of the Charity.
- 18.2. Written notice of the representative's authority shall be given to the Charity, failing which the Charity shall not be required to accept the right of the representative to exercise the organisation's rights at meetings. Any such notice given to the Charity shall be conclusive evidence that the representative is entitled to represent the organisation and that his authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.
- 18.3. The Charity shall be entitled to regard the representative as eligible to represent the Member organisation until written notice to the contrary is received by the Charity.

## **19. Organisation at general meetings**

- 19.1. No business shall be transacted at any general meeting unless a quorum is present.
- 19.2. Four persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 19.3. There shall be a chairperson of every general meeting:
  - 19.3.1. The chairperson, if any, of the Governing Body shall chair every general meeting of the Charity.
  - 19.3.2. In his absence the vice-chairperson, if any, of the Governing Body shall act as chairperson.
  - 19.3.3. If at any meeting neither the chairperson nor the vice-chairperson is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Governors present shall elect one of their number to chair the meeting.
  - 19.3.4. If there is only one Governor present and willing to act, he shall chair the meeting.
  - 19.3.5. If at any meeting no Governor is willing to act as chairperson or if no Governor is present within ten minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 19.4. If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
  - 19.4.1. if convened on the requisition of Members, shall be dissolved;

- 19.4.2. in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governors may determine.
- 19.5. In relation to adjournment of meetings:
  - 19.5.1. the chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
  - 19.5.2. when a meeting is adjourned for fourteen days or more, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, and containing the same information which such notice is required to contain;
  - 19.5.3. otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **DECISIONS OF MEMBERS**

#### **20. Voting at general meetings**

- 20.1. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 20.2. Unless a poll is duly demanded, a declaration by the chairperson and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 20.3. A poll on a resolution may be demanded:
  - 20.3.1. in advance of the general meeting where it is to be put to the vote; or
  - 20.3.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 20.4. A poll may be demanded by:
  - 20.4.1. the chairperson of the meeting;
  - 20.4.2. the Governors;
  - 20.4.3. two or more persons having the right to vote on the resolution; or
  - 20.4.4. a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 20.5. A demand for a poll may be withdrawn if:

- 20.5.1. the poll has not yet been taken; and
- 20.5.2. the chairperson of the meeting consents to the withdrawal.
- 20.6. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chairperson of the meeting directs, save that it must be taken within thirty days after it was demanded.
- 20.7. If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20.8. The poll shall be taken in such manner as the chairperson of the meeting directs.
- 20.9. The chairperson of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.
- 20.10. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 20.11. In the case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

## **21. Votes of members**

- 21.1. Every Member, whether an individual or organisation, shall have one vote.
  - 21.2. On a vote on a resolution on a show of hands at a meeting:
    - 21.2.1. every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
      - 21.2.1.1. the proxy has been duly appointed by more than one member entitled to vote on the resolution; and
      - 21.2.1.2. the proxy has been instructed by one or more members to vote for the resolution and by one or more other of those members to vote against it.
    - 21.2.2. each person authorised and eligible to vote in accordance with Article 18 has the same voting rights as the Member organisation which it represents, save that:
      - 21.2.2.1. if more than one person has been authorised in respect of a vote by the same Member organisation, and
      - 21.2.2.2. those authorised persons do not vote on the resolution in the same way as each other
- then, they shall be treated as not having voted on the resolution.

- 21.3. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

## **22. Written resolutions**

- 22.1. Save for a resolution to remove a Governor before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 22.2. Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution shall be passed as an Ordinary Resolution.
- 22.3. A proposed written resolution shall lapse if it is not passed within 28 days of the date on which it is circulated.

## **GOVERNORS**

### **23. Governors**

- 23.1. Unless otherwise determined by Ordinary Resolution the minimum number of Governors shall be six and there shall be no maximum number.
- 23.2. The first Governors shall be those persons notified to Companies House as the first Governors of the Charity.
- 23.3. A Governor may not appoint an alternate governor or anyone to act on his behalf at meetings of the Governors.
- 23.4. The Governing Body may at all times (but without being under an obligation to do so) include amongst its number Governors who are:
- 23.4.1. former pupils of the School, and/or
  - 23.4.2. parents of former or present pupils of the School.

### **24. Appointment of Governors**

- 24.1. Any person who is willing to act as a Governor, and is permitted by law to do so, may be appointed to be a Governor:
- 24.1.1. by Ordinary Resolution; or
  - 24.1.2. by a simple majority of all the Governors entitled to attend and vote at any meeting of the Governors.
- 24.2. In any case where, as a result of death, the Charity has no Members and no Governors, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Governor.



- 24.3. For the purposes of Article 24.2 , where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.
- 24.4. No appointment of a Governor, whether by the Charity in general meeting or by the other Governors, may be made which would cause the number of Governors to exceed any number fixed as the maximum number of Governors.
- 24.5. Subject to Articles 25 and 26 a Governor shall hold office until his retirement in accordance with Article 27.

## **25. Removal of Governors**

- 25.1. The Charity may by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Act remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Governor.

## **26. Disqualification or vacation of office of Governors**

- 26.1. The office of Governor shall be vacated if:
  - 26.1.1. the Governor ceases to be a Governor by virtue of any provision of the Act or becomes prohibited by law from being a Governor;
  - 26.1.2. the Governor is disqualified from acting as a charity trustee by virtue of Sections 178 to 182 of the Charities Act;
  - 26.1.3. the Governor becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - 26.1.4. a registered medical practitioner who is treating the Governor gives a written opinion to the Charity stating that the Governor has become physically or mentally incapable of acting as a governor and may remain so for more than three months;
  - 26.1.5. by reason of the Governor's mental health, a court makes an order which wholly or partly prevents the Governor from personally exercising any powers or rights which he would otherwise have;
  - 26.1.6. the Governor resigns his office by written notice to the Charity provided at least four Governors remain in office after the resignation takes effect;
  - 26.1.7. the Governor is absent from all Governors' meetings without leave for one year and the Governors resolve that the office be vacated;
  - 26.1.8. the Governor is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by the Act or the Articles;

- 26.1.9. (should the Charity be considered to be working with vulnerable people under the Safeguarding Vulnerable Groups Act 2006 or any statutory provision) the Governor is or becomes disqualified from working with vulnerable people or is or becomes disqualified from acting as a trustee of a vulnerable people charity;
- 26.1.10. the Governor is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Governors resolve that his office be vacated;
- 26.1.11. the Governor fails to agree to a reasonable request by the Governors that the Governor signs a declaration that they are a fit and proper person to act as such and the Governors resolve that his office be vacated; or
- 26.1.12. the Governor fails to agree to a reasonable request by the Governors for a Disclosure and Barring Service check (or equivalent) to be undertaken in respect of them.

## **27. Retirement of Governors**

- 27.1. Subject to Articles 25 and 26, a Governor shall be appointed for a term of three years.
- 27.2. A Governor shall be appointed for a term of three years, at the end of which he shall retire. A person retiring from the office of Governor by such rotation shall be eligible for re-election for a further two terms of three years each.
- 27.3. A Governor shall hold office from the date specified in any resolution of appointment or the end of the meeting at which they were appointed, if no date is specified, until the end of the first meeting of the Governors following the third anniversary of his appointment.
- 27.4. At the end of their initial three-year term, a Governor shall be permitted to stand for re-election for a further three-year term and, if re-elected, the Governor shall serve until the end of the first meeting of the Governors following the sixth anniversary of his appointment. At the end of their second term, the Governor shall serve until the end of the first meeting of the Governors following the third anniversary of their re-election.
- 27.5. No Governor shall serve for more than nine consecutive years, unless the Governors consider it would be in the best interests of the Charity for a particular Governor to continue to serve beyond that period and that Governor is reappointed in accordance with the Articles.
- 27.6. The Charity may from time to time by Ordinary Resolution increase or reduce the number of Governors.
- 27.7. Service as a Governor of the School (including service as Chairman of the School) whilst the Articles of the Charity adopted on 7 February 1984 were in force shall not count as service as a Governor of the School (or service as Chairman of the School) from the date of adoption by the Charity of new Articles in replacement of those adopted on 7 February 1984.

- 27.8. To ensure that the Governors in post immediately prior to the adoption of new Articles by the Charity (namely those Articles adopted in replacement of those adopted on 7 February 1984) are not required to retire at the same time after serving their first terms of three years, the Governors shall agree between them procedures to stagger their retirements so that a maximum of half of those Governors serve from the date of adoption of new Articles for first terms of less than three years.

## **28. Powers and duties of the Governors**

- 28.1. Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Governors who may exercise all the powers of the Charity.
- 28.2. No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Governors have done before the making of the alteration or the passing of the resolution.
- 28.3. A meeting of the Governors at which a quorum is present may exercise all powers exercisable by the Governors.
- 28.4. The Governing Body shall not deliberate on or negotiate the acquisition of nor shall the Charity acquire whether by purchase or gift or otherwise any school of which a member for the time being of the Governing Body is the proprietor or one of the proprietors or in which he is financially interested.
- 28.5. If the Governing Body wishes to deliberate upon negotiate or make or execute any service agreement with a School head or assistant head that person shall withdraw and take no part in the meeting of the Governing Body in relation thereto.

## **29. Proceedings and decisions of the Governors**

- 29.1. Subject to the provisions of the Articles, the Governors may regulate their proceedings as they think fit.
- 29.2. The Governors shall meet at least three times a year.
- 29.3. A meeting of the Governors:
- 29.3.1. may be called by any Governor; and
  - 29.3.2. shall, at the request of a Governor, be called by the Secretary (if any).
- 29.4. Notice of any meeting of the Governors must indicate:
- 29.4.1. its proposed date, time and subject matter;
  - 29.4.2. where it is to take place; and
  - 29.4.3. if it is anticipated that Governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 29.5. In fixing the date and time of any meeting of the Governors, the Governor calling it shall try to ensure, subject to the urgency of any matter to be decided by the Governors, that as many Governors as practicable are likely to be available to participate in it.
- 29.6. Notice of a meeting of the Governors must be given to each Governor, but need not be in writing.
- 29.7. Notice of a meeting of the Governors need not be given to Governors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 29.8. Governors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 29.9. Any Governor may participate in a meeting of the Governors by means of video conference, telephone or any suitable electronic means agreed by the Governors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 29.10. In relation to the quorum for a meeting of the Governors:
- 29.10.1. no decision other than a decision to call a meeting of the Governors or a general meeting shall be taken by the Governors unless a quorum participates in the decision-making process;
  - 29.10.2. the quorum for decision-making by the Governors may be fixed from time to time by a decision of the Governors, provided it shall not be less than five and unless otherwise fixed it is five;
  - 29.10.3. if the total number of Governors for the time being is less than the quorum required for decision-making by the Governors, the Governors shall not take any decision other than a decision:
    - 29.10.3.1. to appoint further Governors, or
    - 29.10.3.2. to call a general meeting so as to enable the Members to appoint further Governors;
  - 29.10.4. a Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 29.11. Questions arising at a meeting shall be decided by a majority of votes.
- 29.12. Chairperson

- 29.12.1. The Governors shall from time to time elect a chairperson (and may elect a vice-chairperson) from among their number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election. Unless otherwise determined, the period for which the chairperson (and vice-chairperson, if any) holds office shall be three years, renewable for up to a maximum of two further three-year terms.
- 29.12.2. If at any meeting neither the chairperson nor the vice-chairperson is present within ten minutes after the time appointed for holding the same, or if there is no chairperson or vice-chairperson, the Governors present shall choose one of their number to chair the meeting.
- 29.12.3. In the case of an equality of votes, the chairperson shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chairperson is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes. No Governor in any other circumstances shall have more than one vote.
- 29.12.4. The chairperson shall not have any additional powers to any other Governor unless a majority of the Governors delegate in writing additional powers to the chairperson. Should any powers be delegated to the Chairperson, such powers shall be regularly reviewed.
- 29.12.5. The chairperson shall undertake all actions set out in any role description for the chairperson approved by a majority of the Governors. For the avoidance of doubt, unless other arrangements are made, the chairperson shall be the line manager of the most senior executive working for the Charity, if any.
- 29.13. All acts done by any meeting of the Governors or of a committee, or by any person acting as a Governor, shall, notwithstanding that it be afterwards discovered that:
  - 29.13.1. there was some defect in the appointment of any such Governor or person acting as a Governor, or
  - 29.13.2. they or any of them were disqualified, or
  - 29.13.3. they or any of them were not entitled to vote on the matter,
 be as valid as if every such person had been duly appointed and was qualified to be a Governor.
- 29.14. A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of the Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held and may consist of several documents in like form each signed by one or more Governors.
- 29.15. Subject to the Articles, the Governors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Governors.

### **30. Delegation by the Governors**

- 30.1. The Governors may delegate any of their powers (other than the power to borrow) to a single Governor, provided that it is reasonable to do so and such delegation has been approved by a majority of the Governors from time to time – such delegation should be limited to specific operational matters to aid the smooth operation of the Charity and exercise of any such powers shall be regularly (not less than once per month) reported to the Governors.
- 30.2. The Governors may delegate any of their powers (other than the power to borrow) to any committee consisting of two or more Governors.
- 30.3. The Governors shall determine the terms of any delegation to such a committee and may impose conditions, including that:
  - 30.3.1. the relevant powers are to be exercised exclusively by the committee to whom the Governors delegate;
  - 30.3.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Governors.
- 30.4. Subject to and in default of any other terms imposed by the Governors:
  - 30.4.1. the chairperson and vice-chairperson shall be ex-officio members of every committee appointed by the Governors;
  - 30.4.2. the members of a committee may, with the approval of the Governors, appoint such persons, not being Governors, as they think fit to be members of that committee;
  - 30.4.3. a committee may elect a chairperson of its meetings; if no such chairperson is elected, or, if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
  - 30.4.4. a committee may meet and adjourn as it thinks proper;
  - 30.4.5. questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
  - 30.4.6. in the case of an equality of votes the chairperson of the committee shall have a second or casting vote;

and subject thereto committees to which the Governors delegate any of their powers 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 the Governors.
- 30.5. The terms of any delegation to a committee shall be recorded in the minutes.
- 30.6. The Governors may revoke or alter a delegation.
- 30.7. All acts and proceedings of committees shall be reported to the Governors fully and promptly.

### **31. Delegation of day to day management**

- 31.1. The Governors may delegate day to day management and administration of the Charity to the Head, as supported by other members of senior management including the Deputy Head and the Bursar.
- 31.2. In respect of the Head and the Bursar, the Governors shall:
  - 31.2.1. provide a description of their respective roles; and
  - 31.2.2. set the limits of their respective authority.
- 31.3. For the avoidance of doubt, the Head and the Bursar may delegate their powers to their subordinates, but only within a framework approved by the Governors.
- 31.4. The Head and the Bursar shall report regularly and promptly to the Governors on the activities undertaken in accordance with their roles.

## **SECRETARY, MINUTES AND SEAL**

### **32. Secretary**

- 32.1. Subject to the provisions of the Act, any Secretary shall be appointed by the Governors for such term at such remuneration and on such conditions as the Governors may think fit. Any Secretary so appointed by the Governors may be removed by them.
- 32.2. A Secretary, who is also a Governor may not be remunerated save as permitted in accordance with the Articles.

### **33. Minutes**

- 33.1. The Governors shall ensure that the Charity keeps records, in writing, comprising:
  - 33.1.1. minutes of all proceedings at general meetings;
  - 33.1.2. copies of all resolutions of Members passed otherwise than at general meetings;
  - 33.1.3. details of appointments of officers made by the Governors; and
  - 33.1.4. minutes of meetings of the Governors and committees of the Governors, including the names of the Governors present at the meeting.
- 33.2. The Governors shall ensure that the records comprising 33.1.1 and 33.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

**34. The Seal**

- 34.1. The Governors shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Governors or of a committee authorised by the Governors on its behalf. The Governors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests the signature.
- 34.2. For the purposes of this Article, an authorised person is:
- 34.2.1. any Governor;
  - 34.2.2. the Secretary (if any); or
  - 34.2.3. any person authorised by the Governors for the purpose of signing documents to which the Seal is applied.

**ACCOUNTS AND AUDIT****35. Accounts**

- 35.1. The Governors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:
- 35.1.1. annual reports;
  - 35.1.2. annual returns; and
  - 35.1.3. annual statements of account.
- 35.2. Accounting records relating to the Charity shall be made available for inspection by any Governor at any reasonable time during normal office hours and may be made available for inspection by Members who are not Governors if the Governors so decide.
- 35.3. The Governors shall supply a copy of the Charity's latest available statement of account to any Governor or Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

**36. Audit or Examination**

- 36.1. Auditors or Independent Examiners shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

**COMMUNICATION****37. Means of communication**

- 37.1. Subject to the Articles, the Charity may deliver a notice or other document to a Member:



- 37.4. If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

## **INDEMNITY**

### **38. Indemnity**

- 38.1. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Governor or other officer of the Charity (other than any person (whether an officer or not) engaged by the Charity as auditor) shall be indemnified out of the assets of the Charity against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

## **RULES AND BYELAWS**

### **39. Rules or byelaws**

- 39.1. The Governors may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:
- 39.1.1. the rights and privileges of Members and the conditions of membership;
  - 39.1.2. the conduct of Members in relation to one another and to the Charity's employees and volunteers;
  - 39.1.3. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes; and
  - 39.1.4. the procedure at general meetings and meetings of the Governors and committees in so far as such procedure is not regulated by these Articles.
- 39.2. The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.
- 39.3. The Governors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

- 37.1.1. by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - 37.1.2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - 37.1.3. by fax to a fax number notified by the Member in writing;
  - 37.1.4. in electronic form to an address notified by the Member in writing;
  - 37.1.5. by a website, the address of which shall be notified to the Member in writing; or
  - 37.1.6. by advertisement in at least two national newspapers.
- 37.2. This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 37.3. If a notice or document:
- 37.3.1. is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
  - 37.3.2. is sent by post or other delivery service in accordance with Article 37.1.2 above it is treated as being delivered:
    - 37.3.2.1. 24 hours after it was posted, if first class post was used; or
    - 37.3.2.2. 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

    - 37.3.2.3. properly addressed; and
    - 37.3.2.4. put into the postal system or given to delivery agents with postage or delivery paid.
  - 37.3.3. is sent by fax, providing that the Charity can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.
  - 37.3.4. is sent in electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
  - 37.3.5. is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.