

Company No. 2010493

The Companies Act 1985

**Company Limited by Guarantee
and not having a Share Capital**

**MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
QUEEN MARGARET'S SCHOOL,
YORK LIMITED**

(as amended by a Special Resolutions dated 12 May 2005 and 24 March 2023)

Incorporated the 15th day of April 1986

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**Company Limited by Guarantee
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MEMORANDUM OF ASSOCIATION

of

**QUEEN MARGARET'S SCHOOL,
YORK LIMITED**

1. The name of the Company is Queen Margaret's School, York Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are to promote the advancement of education generally and in particular the education and training of pupils of Queen Margaret's School, York and in connection therewith to conduct and carry on a school providing a classical, mathematical, scientific, musical and general education for children of all sections of the community subject to the condition that religious instruction given at such a school shall be in accordance with the doctrines of the Church of England and so that for the purpose of carrying such objects into effect (but not otherwise) the Company shall have and may exercise (but to the extent only to which the same may lawfully be exercised by a body having exclusively charitable objects) all powers incidental or conducive to the attainment of such objects.
4. In furtherance of the objects, the Company shall have the following powers:
 - (1) To purchase and to conduct and carry on the work of the institution known as Queen Margaret's School, York on the existing premises situate at Escrick Park, Escrick, York or at any other suitable alternative premises from which such School may be conducted.
 - (2) To conduct and carry on any other school or schools in addition to or in substitution for the said school.

- (3) To found scholarships, bursaries and exhibitions for scholars of such schools.
- (4) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain, equip and alter any buildings or erections.
- (5) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants/
- (6) Subject to such consents (if any) as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assts of the Company.
- (7) To undertake and execute any trusts which may lawfully be undertaken by the Company.
- (8) Subject to such consents (if any) as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit, and in particular (without in any way prejudicing any other manner of borrowing or raising money) by the issue of loan notes, bonds, debentures or debenture stock, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, whether present or future.
- (9) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (10) To do all such lawful things as may be incidental or conducive to the aforesaid objects.
- (11) (a) To provide indemnity insurance to cover the liability of the directors:
 - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Company;
 - (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986.
- (b) Any such insurance in the case of 4(11)(a)(i) shall not extend to:
 - (iii) any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the Company, or

where the directors did not care whether such conduct was in the best interests of the Company or not;

(iv) 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 directors;

(v) any liability to pay a fine.

(c) Any insurance in the case of 4(11)(a)(ii) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of that Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

Provided that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Ministry of Education the Company 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 Governors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts neglect and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Governors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law, having regard to such trusts. Provided further that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Company would make it a Trade Union.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company 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 payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One pound.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed

among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, with the prior approval in writing of the Charity Commissioners for England and Wales and if and so far as effect cannot be given to such provision, then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Nicholas Sowden Butler
Sovereign House
South Parade
Leeds
LS1 1HQ

Solicitor

Mark Anton Chidley
Sovereign House
South Parade
Leeds
LS1 1HQ

Solicitor

Thomas Ian Roberts
Sovereign House
South Parade
Leeds
LS1 1HQ

Solicitor

Dated: this 14th day of March 1986

Witness to the above signatures:

George Adam Bennett

Sovereign House

South Parade

Leeds

LS1 1HQ

The Companies Act 1985

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

of

**QUEEN MARGARET'S SCHOOL,
YORK LIMITED**

INTERPRETATION

1. In these regulations:

Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

articles **means** the articles of the Company

clear days in relation to the period of a notice means that period excluding the day when the **notice** is given or deemed to be given and the day for which it is given or on which it is to take effect

executed **includes** any mode of execution

office means **the** registered office of the Company

seal means the Common Seal of the Company

secretary means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including, a joint, assistant or deputy secretary

United Kingdom **means** Great Britain and Northern Ireland

Unless the **context** otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification not in force when these regulations become binding on the Company.

MEMBERS

2. The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the governors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the governors require executed by him.
3. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

APPLICATION OF INCOME AND PROPERTY

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Company, and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company without the prior written consent of the Charity Commission.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company;
- (e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses,
- (f) of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or where the directors did not care whether such conduct was in the best interests of the Company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors.

GENERAL MEETINGS

- 5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6. The governors may call general meetings and on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient governors to call a general meeting, any governor or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a governor shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent, of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the governors and auditors.

8. 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.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. The quorum shall be whichever shall be the greater of three members and one fifth of the members 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.
10. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the governors may determine.
11. The chairman, if any of the board of governors or in his absence some other governor nominated by the governors shall preside as chairman of the meeting, but if neither the chairman nor such other governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be chairman.
12. If no governor is willing to act as chairman, or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
13. A governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
14. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
15. A resolution put to the vote of a 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. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by the member.

- 16. Unless a poll is duly demanded a declaration that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 17. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 18. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 20. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 21. No notice need to be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

23. On a show of hands every member present shall have one vote. On a poll every member present in person or by proxy shall have one vote.
24. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the governors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
25. 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 which shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
26. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve):

" PLC/Limited

I/We, , of ;

being a member/members of the above-named company, hereby appoint

of , or failing him,

of , as my/our proxy to vote in my/our

name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to

be held on , and at any adjournment thereof.

Signed on Ć."

27. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve):

" PLC/Limited

We, , of :

being a member/members of the above-named company, hereby appoint

_ or failing him,

of

of , as my/our proxy to vote in my/our

name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to

_and at any adjournment thereof.

be held on

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

Resolution No 1 *for*against

Resolution No 2 *for*against

*Strike out whichever is not desired.

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

Signed this ¢ day of +."

28. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the governors may:
- (a) 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 Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any governor,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

29. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

30. Each member and director must:
- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared; and
 - (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any financial interest).
31. Any member or director absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the members or directors on the matter.

NUMBER OF GOVERNORS

32. The number of governors shall not be, unless otherwise determined by ordinary resolution, subject to any maximum but shall be not less than three.

POWERS OF GOVERNORS

33. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the governors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the

governors by the articles and a meeting of governors at which a quorum is present may exercise all powers exercisable by the governors.

34. The governors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine. Any such agent shall report full and promptly to the governors all actions and decisions taken on behalf of the governors.

DELEGATION OF GOVERNORS' POWERS

35. The governors may delegate any of their powers to any committee consisting of one or more governors. They may also delegate to any managing governor or any governor holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of governors so far as they are capable of applying. All actions and decisions taken pursuant to any such delegation shall be reported fully and promptly to the governors.

APPOINTMENT AND RETIREMENT OF GOVERNORS

36. At the first annual general meeting all the governors shall retire from office, and at every Subsequent annual general meeting one-third of the governors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one governor who is subject to retirement by rotation, he shall retire.
37. Subject to the provisions of the Act, the governors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
38. If the Company, at the meeting at which a governor retires by rotation, does not fill the vacancy the retiring governor shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the governor is put to the meeting and lost.
39. No person other than a governor retiring by rotation shall be appointed or reappointed a governor at any general meeting unless:
- (a) he is recommended by the governors; or
 - (b) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or

reappointed, be required to be included in the Company's register of governors together with notice executed by that person of his willingness to be appointed or reappointed.

40. Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a governor retiring by rotation at the meeting) who is recommended by the governors for appointment or reappointment as a governor at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a governor. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of governors.
41. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a governor either to fill a vacancy or as an additional governor and may also determine the rotation in which any additional governors are to retire.
42. The governors may appoint a person who is willing to act to be a governor, either to fill a vacancy or as an additional governor, provided that the appointment does not cause the number of governance to exceed any number fixed by or in accordance with the articles as the maximum number of governors. A governor so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the governors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
43. Subject as aforesaid, a governor who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF GOVERNORS

44. The office of a governor shall be vacated if:
 - (a) he ceases to be a governor by virtue of any provision of the Act or he becomes prohibited by law from being a governor; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his

detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the governors from meetings of governors held during that period and the governors resolve that his office be vacated.

GOVERNORS' EXPENSES

- 45. The governors may be paid all travelling, hotel, and other reasonable out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of governors or committees of governors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF GOVERNORS

- 46. Subject to the provisions of the articles, the governors may regulate their proceedings as they think fit. A governor may, and the secretary at the request of a governor shall, call a meeting of the governors. It shall not be necessary to give notice of a meeting to a governor who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 47. The quorum for the transaction of the business of the governors may be fixed by the governors but shall not be less than three.
- 48. The continuing governors or a sole continuing governor may act notwithstanding any vacancies in their number, but, if the number of governors is less than the number fixed as the quorum, the continuing governors or governor may act only for the purpose of filling vacancies of or calling a general meeting.
- 49. The governors may appoint one of their number to be the chairman of the board of governors and may at any time remove him from that office. Unless he is unwilling to do so, the governor so appointed shall preside at every meeting of governors at which he is present.
- 50. But if there is no governor holding that office, or if the governor holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the governors present may appoint one of their number to be chairman of the meeting.
- 51. All acts done by a meeting of governors, or of a committee of governors, or by a person acting as a governor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any governor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such

person had been duly appointed and was qualified and had continued to be a governor and had been entitled to vote.

52. A resolution in writing signed by all the governors entitled to receive notice of a meeting of governors or of a committee of governors shall be as valid and effectual as if it had been passed at a meeting of governors or (as the case may be) a committee of governors duly convened and held and may consist of several documents in the like form each signed by one or more governors.
53. If a question arises at a meeting of governors or of a committee of governors as to the right of a governor to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any governor other than himself shall be final and conclusive.

SECRETARY

54. Subject to the provisions of the Act, the secretary shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

55. The governors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the governors; and
 - (b) of all proceedings at meetings of the Company, and of the governors, and of committees of governors, including the names of the governors present at each such meeting.

THE SEAL

56. The seal shall only be used by the authority of the governors or of a committee of governors authorised by the governors. 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 a governor and by the secretary or by a second governor.

ACCOUNTS

57. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the governors or by ordinary resolution of the Company.

NOTICES

58. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the governors need not be in writing.
59. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that

address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

60. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called. Proof that an envelope containing a notice was properly addressed, prepaid and posted be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

61. Subject to the provisions of the Act but without prejudice to any indemnity to which a governor may otherwise be entitled, every governor or other office or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Nicholas Sowden Butler

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Leeds

LS1 1HQ

Solicitor

Mark Anton Chidley

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Solicitor

Thomas Ian Roberts

Sovereign House

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Solicitor

Dated: this 14th day of March 1986 Witness to the above signatures: George Adam Bennett

Sovereign House

South Parade

Leeds

LS1 1HQ