

## **SPECIAL AND ORDINARY RESOLUTIONS**

**of Queen Margaret's School, York Limited**

**(registered company number 2010493)**

**(the Company)**

**Passed on:**

24/3

**2023**

At a general meeting of the Company duly convened and held at Escrick Park, York on 24 March 2023 at 09:00 am, the following resolutions were duly passed as ordinary and special resolutions:

### **SPECIAL RESOLUTIONS**

1. **THAT** paragraph 5 of the memorandum of association be deleted and the following provision be inserted in the articles of association in its place:

"The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to 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."

2. **THAT** the following provision be added to the articles of association:

**"Conflicts of interest and conflicts of loyalty**

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 members or directors 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).

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."

**ORDINARY RESOLUTION**

3. Subject to the amendment to the Charity's articles of association referred to above, to approve the sale by the Charity of the freehold property Wheldrake Lodge, Skipwith Road, Escrick, North Yorkshire for the sum of £375,000 (three hundred and seventy five thousand pounds) to Castlehaven Investments Limited being a company in the ownership and under the control of Terence William Burt a director and member of the Charity

Signed .....

Chair of the meeting