

COMPANIES ACT 2006

TUDOR HALL SCHOOL LIMITED ("the Company")

Company number 02995266

Charity number 1042783

To the Registrar of Companies

**NOTICE OF SPECIAL RESOLUTIONS TO AMEND THE MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY**

passed at the Annual General Meeting of the Company held on 9 November 2010

at Wykham Park, Banbury, Oxon, OX16 9UR at 09 30 am

It was resolved -

- 1 that the name of the Company be changed from Tudor Hall School Ltd to Tudor Hall School
2. that the draft regulations produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

The written permission of the Charity Commission to make these amendments was obtained on 30 July 2010 with reference number CC 02640243

SIGNED. Benedetta Polu Trustee/Governor

CP Company Secretary

DATE: 10/1/11



Company Number 2995266

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF
TUDOR HALL SCHOOL

1 Name

The Company's name is Tudor Hall School (and in this document it is called "the School")

2 Registered Office

The School's registered office is to be situated in England and Wales

3 Objects

The School's objects ("the Objects") are the advancement of education, the advancement of the Christian religion, and the advancement of any other charitable purposes including by

- 3 1 maintaining a school at Wykham Park, Banbury, Oxfordshire, providing a broad education and associated facilities for the spiritual, academic, cultural, physical, and community development of pupils in an environment which encourages the Christian faith and values,
- 3 2 establishing, acquiring or maintaining any other school according to the principles set out in Article 3 1, and
- 3 3 advancing education or other charitable purposes in the community resident near any school maintained by the School or elsewhere

4. Powers

The School has the following powers, which may be exercised only in promoting the Objects,

- 4 1 to make provision for day pupils and/or boarding pupils, to enter into contracts in relation to the same and to provide for their education and to make regulations governing the terms of admission fees for tuition, board, games, music and other matters in connection with the same;
- 4 2 to acquire or hire property of any kind,
- 4.3 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Acts),
- 4 4 to enter into contracts to provide services to or on behalf of other persons or bodies;
- 4 5 subject to Article 5, to employ paid or unpaid agents, staff or advisors,
- 4 6 to raise funds (but not by means of Taxable Trading),
- 4 7 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Acts),
- 4 8 to insure the property of the School against any foreseeable risk and take out other insurance policies to protect the School when required,
- 4 9 to pay for Indemnity Insurance for the Governors;
- 4 10 to provide goods, facilities or services and make grants or loans of money and to give guarantees;
- 4 11 to set aside funds for special purposes or as reserves against future expenditure;
- 4 12 to:
 - 4 12.1 deposit or invest funds,
 - 4 12.2 employ a professional fund-manager, and
 - 4 12 3 arrange for the investments or other property of the School to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 4 13 to arrange for investments or other property of the School to be held in the name of a Nominee Company acting under the control of the Governors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- 4 14 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required,
- 4 15 to co-operate with other bodies,
- 4 16 to support, administer or set up other charities,
- 4 17 to establish or acquire subsidiary companies to assist or act as agents for the School,
- 4 18 to promote or carry out research,
- 4 19 to provide advice,
- 4 20 to publish or distribute information,
- 4 21 to do anything else within the law which promotes or helps to promote the Objects

5 Benefits to Members / Governors

- 5 1 The income and property of the School shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, gift, bonus or otherwise by way of profit, to the Members / Governors of the School, and no Member / Governor shall be appointed to any office of the School paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the School but: -

- 5.1 1 Members / Governors may be paid interest at a reasonable rate on money lent to the School,

- 5.1.2 Members / Governors may be paid a reasonable market rent or hiring fee for property or equipment let or hired to the School, and
- 5 1.3 Members / Governors who are also Beneficiaries may receive charitable benefits in that capacity
- 5 2 A Member / Governor must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the School except:
 - 5 2.1 as mentioned in Articles 4.9 (indemnity insurance), 5 1 1 (interest), 5 1 2 (rent), 5 1.3 (charitable benefits),
 - 5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the School;
 - 5.2 3 an indemnity in respect of any liabilities properly incurred in running the School (including the costs of a successful defence to criminal proceedings),
 - 5 2.4 payment to any company in which a Member / Governor has no more than a 1 per cent shareholding; and
 - 5 2 5 in exceptional cases, other payments or benefits (but only with the Written approval of the Commission in advance).
 - 5.2.6 A Member / Governor or a Connected Person may enter into a contract with the School to supply goods or services in return for a payment or other Material Benefit in accordance with and subject to the conditions set out in sections 73A to 73C Charities Act 1993.
- 5 3 If a Member/Governor has an Interest in any matter to be considered by the Governors, this must be dealt with according to Article 15

6. **Amendments**

Articles 3 (Objects), 5 (Members' / Governors' Benefits) and this article may not be amended without the prior Written consent of the Commission

7. Limited Liability

The liability of the Members is limited.

8 Guarantee

Every Member of the School undertakes to contribute such amount as may be required (not exceeding £10) to the School's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the School's debts and liabilities contracted before he or she 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 among themselves.

9 Membership

9 1 The School must maintain a register of Members. Members are appointed according to Article 9.2 There must be a minimum of eight Members and a maximum of eighteen Members unless decided otherwise by ordinary resolution

9 2 Membership of the School is open to any individual interested in promoting the Objects who

9.2.1 applies to the School in the form required by the Governors,

9.2.2 is appointed by the Members at the AGM in accordance with Article 11.2, and

9.2 3 signs the register of Members and consents In Writing to become a Member

9.3 Any individual who becomes a Member under Article 9.2 automatically becomes a Governor

9 4 Membership is terminated if the Member concerned

9 4 1 gives Written notice of resignation to the School,

9 4.2 dies,

9 4 3 comes to the end of their term of office as Governor in accordance with Article 11.3; or

9 4 4 ceases to be a Governor in accordance with Article 11 7

9 5 Membership of the School is personal and not transferable

10. **General Meetings**

10 1 Members are entitled to attend general meetings either personally or by proxy
Proxy forms must be delivered to the Secretary at least 24 hours before the meeting
General meetings are called on at least 14 Clear Days Written notice specifying the business to be discussed

10 2 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least six

10 3 The Chairman or Deputy Chairman or (if the Chairman and Deputy Chairman are unwilling / unable to do so) some other Member elected by those present presides at a general meeting.

10 4 If there is no quorum present within half an hour of the time appointed for holding the general meeting, it shall stand adjourned to such date, time and place within 28 days thereafter as the Chairman or Deputy Chairman or the Member otherwise presiding shall decide.

10.5 Except where otherwise provided by the Companies Act or these Articles (in particular Article 10 7), every issue is decided by a majority of the votes cast.

10 6 Every Member present in person or by proxy has one vote on each issue

10 7 A Written resolution

10.7.1 may be passed without holding a general meeting and is as valid as a resolution actually passed at a general meeting,

10 7 2 may be set out in more than one document and will be treated as passed on the date of the last signature, and

10 7.3 must be signed by at least 75% of Members who are entitled to vote at a general meeting

10 8 The School will hold an AGM in each Financial Year on a date determined by the Governors

11 The Governors

11.1 The Governors as School Governors have control of the School and its property and funds

11 2 The number of the Governors must always be the same as the number of Members Governors shall be appointed by the Members by ballot if necessary at the annual general meeting. They are appointed as Members and on appointment automatically become Governors, in accordance with Article 9

11 3 The Governors shall retire at each annual general meetings as follows

11.3 1 at each AGM one-third of the Governors (or the number nearest to one third) shall retire from office,

11 3.2 the Governors who retire by rotation shall be those who have been longest in office since their appointment or re-appointment as Governor but, as between Governors who became or were last re-appointed Governors on the same day, those to retire (unless they otherwise agree amongst themselves) shall retire by lot.

11 4 Every Governor after appointment or reappointment must sign a declaration of willingness to act as a Governor of the School before he or she may vote at any meeting of the Governors

11 5 The Governors will retire or cease to be a Governor at the end of their term of office in accordance with Article 11 3 or in any of the circumstances set out in Article 11 7

11.6 A retiring Governor who remains qualified may be reappointed for a maximum of two further terms of office unless the remaining Governors by a majority of

75% resolve otherwise Once a person has not acted as a Governor for a year, he or she is eligible for reappointment

11 7 A Governor's term of office automatically terminates if he or she

11 7.1 is disqualified under the Charities Acts from acting as a School Governor,

11 7 2 is incapable, whether mentally or physically, of managing his or her own affairs;

11.7 3 is absent without notice from 3 consecutive meetings of the Governors unless the remaining Governors resolve unanimously he should not cease to be a Governor,

11 7.4 ceases to be a Member,

11.7 5 resigns by Written notice to the Governors (but only if at least eight Governors will remain in office);

11 7.6 is declared bankrupt,

11.7.7 is imprisoned, or

11 7 8 undertakes conduct detrimental to the School and is removed by the other Governors after they have invited the views of the Governor concerned and considered the matter in the light of any such views

11 8 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting at which the Governor concerned participates.

12 **Chairman and Deputy Chairman**

The Governors shall appoint from their number a Chairman and Deputy Chairman who shall hold office for a period of three years or until ceasing to be a Governor whichever shall first occur. A Governor who has previously held office as Chairman or Deputy Chairman shall be eligible for re-appointment

13 Secretary

Subject to the provisions of the Companies Act, a Secretary shall be appointed by the Governors for such term, at such remuneration (if not a Governor) and upon such conditions as they may think fit

14 Governors' proceedings

14 1 The Governors must hold at least 3 meetings each year, and such meetings will be called on at least 21 Clear Days' Written notice unless all Governors agree otherwise In Writing

14 2 No business shall be transacted at any meeting unless a quorum is present Six Governors shall constitute a quorum

14 3 The Governors may act notwithstanding vacancies in their number and that a quorum is not present but only for the purposes of filling vacancies

14 4 A meeting of the Governors may be held either in person or by suitable electronic means agreed by the Governors in which all participants may communicate with all the other participants.

14 5 The Chairman shall preside at every meeting at which he is present but if the Chairman is not present within five minutes after the time appointed for the meeting, the Deputy Chairman shall preside If neither the Chairman nor the Deputy Chairman is present within five minutes after the time appointed for the meeting the Governors present shall appoint one of their number to be the Chairman of the meeting

14 6 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Governors may determine

14 7 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven 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.

14 8 A resolution put to the vote of a meeting shall be decided by a simple majority

14 9 Each Governor has one vote on each issue, except in the case of an equality of votes, in which case the Chairman of the meeting has a casting vote,

14 10 A declaration by the Chairman 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 the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14 11 A resolution In Writing, signed by a majority of the Governors or of a committee of Governors, shall be as valid and effective 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. For this purpose the Written resolution may be set out in more than one document and will be treated as passed on the date of the last signature

14 12 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at the meeting.

15 Governors' Conflicts of Interest

15 1 A Governor who has an Interest in any matter to be discussed at a meeting of the Governors must declare this Interest before the matter is discussed by the Governors.

15 2 A decision of the Governors will not be invalid because of the subsequent discovery of an Interest which should have been declared

15 3 Subject to Article 15 5 a Governor who has an Interest must in relation to that matter

- 15 3.1 withdraw from the meeting for that item unless expressly invited by the other Governors to remain in order to provide information,
- 15 3 2 not count towards the quorum for that part of the meeting,
- 15 3 3 not vote on the item in which he has an Interest
- 15 4 Whenever a Governor declares an Interest, the other Governors may authorise the Governor to have that Interest, provided that the Governor who has declared the Interest:
 - 15 4 1 withdraws from the meeting during the discussions on authorisation; and
 - 15.4 2 is not be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted
- 15 5 If authorisation is granted by the other Governors under Article 15 4, the other Governors may allow the Governor who declared the Interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue
- 15 6 If any question arises at a meeting of the Governors as to whether an Interest exists in relation to a Governor or as to the entitlement of a Governor to vote, be counted in the quorum or remain in the meeting, it shall be referred to the Chairman of the meeting whose ruling shall be final and conclusive as between the Governors. If the question relates to the Chairman of the meeting, it shall be decided by a resolution of the Governors (for which purpose the Chairman shall be counted in the quorum but may not vote)

16 Governors' Powers

The Governors have the following powers in the administration of the School:

- 16 1 to appoint a head teacher and bursar, to determine their terms of engagement and to delegate to the head teacher and to the bursar such of their powers as they determine, provided that the exercise of such powers shall be fully and promptly reported to the Governors;

- 16 2 to appoint (and remove) any of their number or any other suitable person to act as Secretary;
- 16 3 to appoint (and remove) any of their number to act as a Chairman, deputy Chairman, treasurer and other officers;
- 16 4 to delegate any of their functions to committees consisting of at least two Governors and such other persons as they think fit All committees shall promptly report their proceedings to the Governors, and shall be subject to any other conditions the Governors may impose;
- 16 5 to make standing orders and regulations consistent with the Articles and the Companies Act to govern any matter in relation to the management and administration of the School; and
- 16 6 to exercise any powers of the School which are not reserved to a general meeting

17 Records and Accounts

- 17 1 The Governors shall keep minutes or other proper records in books kept for the purpose of -
 - 17.1 1 all proceedings at general meetings;
 - 17.1 2 all proceedings at meetings of the Governors,
 - 17 1.3 all reports of committees; and
 - 17 1.4 all professional advice obtained.
- 17.2 The Governors must comply with the requirements of the Companies Act and Charities Acts as to keeping financial records, the audit of accounts, and the preparation and transmission to the Registrar of Companies and the Commission of
 - 17 2.1 annual returns;
 - 17 2.2 annual reports, and

17.2 3 annual statements of account

17 3 Accounting records relating to the School must be made available for inspection by any Governor at any time during normal office hours.

17.4 A copy of the School's latest available statement of account must be supplied on request to any Governor.

18. Notices

18 1 Notices under the Articles may be sent by hand, by post or by suitable electronic means

18 2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members

18 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

18.3 2 two Clear Days after being sent by first class post to that address,

18 3 3 three Clear Days after being sent by second class or overseas post to that address,

18 3 4 on being handed to the Member personally; or

18 3.5 as soon as the Member acknowledges actual receipt

18.4 A technical defect in the giving of notice of which the Governors are unaware at the time does not invalidate decisions taken at a meeting

19 Dissolution

If the School is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the School, but shall be given or transferred to some other charity or charities having objects similar to any of the Objects which prohibits the distribution of

its or their income and property to an extent at least as great as is imposed on the School by Article 5 above, chosen by the Members of the School at or before the time of dissolution and if that cannot be done then to some other charitable object

20 Definitions

20.1 In the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the School,

‘Articles’ means the School’s articles of association,

‘Beneficiary’ means a person who benefits directly under the Objects including parents of pupils;

‘Chairman’ means the chairman of the Governors,

‘Charities Acts’ means the Charities Act 1993 and the Charities Act 2006;

‘School Governor’ has the meaning prescribed by section 97(1) of the Charities Act 1993;

‘Clear Day’ means 24 hours from midnight following the relevant event,

‘Commission’ means the Charity Commission for England and Wales;

‘Companies Act’ means the Companies Act 2006,

‘Connected Person’ means any spouse, cohabitant, civil partner, parent, child, child of cohabitant, brother, sister, grandparent or grandchild of a Governor, any Firm of which a Governor is a member or employee, and any company of which a Governor is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

‘Custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘Financial Year’ means the School’s financial year,

‘Firm’ includes a limited liability partnership,

‘Governor’ means a director of the School and ‘Governors’ means the directors,

‘Indemnity Insurance’ means insurance against personal liability incurred by any Governor for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

‘Interest’ includes any situation where a Governor has or may have a direct or indirect interest which conflicts or may conflict with the interests of the School;

‘Material Benefit’ means a benefit which may not be financial but has a monetary value,

‘Member’ and ‘Membership’ refer to company membership of the School,

‘Month’ means calendar month,

‘Nominee Company’ means a corporate body registered or having an established place of business in England and Wales,

‘Objects’ means the Objects of the School as defined in Article 3,

‘School’ means the company governed by the Articles,

‘Secretary’ means the company secretary of the School or any other person appointed to perform the duties of the secretary of the School including a joint, assistant or deputy secretary,

‘Taxable Trading’ means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually

carrying out the Objects, the profits of which are subject to corporation tax,

‘Written’ or ‘In Writing’ refers to a legible document on paper including a fax message and e-mail,

‘Year’ means calendar year.

20 2 In the Articles:

20.2 1 terms defined in the Companies Act are to have the same meaning,

20 2 2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa,

20.2 3 references to ‘organisations’ or ‘persons’ include corporate bodies, public bodies, unincorporated associations and partnerships,

20 2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it,

20 2 5 references to Articles are to articles within the Articles; and

20 2.6 the headings are not to affect the interpretation of the provisions to which they relate.

Benedetta Poek. Nov. 19th 2010.