

THE COMPANIES ACTS 1985 – 1989
THE COMPANIES ACT 2006

Company No. 3079131
MOSTYN HOUSE SCHOOL

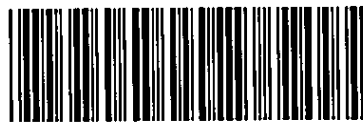
The following Special Resolution was duly passed by way of Written Resolution on [5th August] 2009.

SPECIAL RESOLUTION

THAT the memorandum of association and articles of association initialled by the Chairman of the Board for the purposes of identification, be and are hereby adopted as the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of its existing memorandum of association and articles of association.


.....
Director

FRIDAY



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07/08/2009

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COMPANIES HOUSE

AD-J

No of Company: 3079131

The Companies Acts 1985 to 1989
The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
MOSTYN HOUSE SCHOOL

(incorporated 12th July 1995)

The Companies Acts 1985 to 1989

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

MOSTYN HOUSE SCHOOL

- 1 The Company's name is Mostyn House School (and in this document it is called the **Charity**)
- 2 The Charity's registered office is situate in England
- 3 The Charity's objects (the **Objects**) are to promote and provide for the advancement of education and in connection therewith to conduct carry on acquire and develop in the United Kingdom any boarding or day college school or schools or nursery for the education of students and children of either sex or both sexes and of any age.
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 4.1 to acquire and take over as a going concern the undertaking of the school known as Mostyn House School Trust (registered charity number 509120) including without limitation to acquire and take over all the assets and liabilities thereof;
 - 4.2 to acquire carry on and develop any premises and/or land and/or plant for any purpose in connection with the Objects;
 - 4.3 to charge proper fees for all educational and other services provided in accordance with the Objects;
 - 4.4 to provide whether with or without a charge all appropriate books and equipment and boarding and other accommodation for teachers and students at any college or school owned by the Charity;
 - 4.5 to offer scholarships exhibitions prizes and rewards and to make grants and allowances to students or prospective students and pupils or prospective pupils at any college or school owned by the Charity;
 - 4.6 to offer scholarships and exhibitions and to make grants and allowances to any student or past student or pupil or past pupil of any college or school

owned by the Charity for the purpose of proceeding to any university or other educational establishment;

- 4.7 to make grants and allowances to any person engaged in the teaching profession and employed by the Charity for the purpose of training at any university or other educational establishment or attending any other training course whatsoever;
- 4.8 to provide playing fields games courts recreation grounds and buildings swimming baths and other accommodation in connection with sports games and pastimes of all kinds at any college or school owned by the Charity;
- 4.9 to take such steps by personal or written appeals public meetings or otherwise (including draws) as may from time to time be deemed necessary for the purpose of procuring contributions to the funds of the Charity in the shape of donations annual subscriptions or otherwise;
- 4.10 to print and publish any newspapers magazines periodicals books or leaflets for the promotion of the Objects;
- 4.11 to carry on farming dairy and poultry farming stock breeding market gardening fruit farming and nurseries on any property of the Charity for the purpose of providing and supplying any college or colleges or school or schools of the Charity;
- 4.12 to act as trustees governors or managers of any real or personal property given or held upon trust for charitable educational purposes;
- 4.13 to accept gifts of any real or personal property for the general purposes of the Charity or for any particular purpose thereof;
- 4.14 to hold any securities or shares of and to manage and conduct any charitable corporation or company which carries on or intends to carry on any such college or colleges or school or schools as aforesaid;
- 4.15 to promote any charitable company or companies for the purpose of carrying on any college or colleges or school or schools;
- 4.16 to purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of the Objects and to construct maintain and alter any buildings or erections necessary for the work of the Charity;
- 4.17 subject to such covenants as may be required by law to sell let mortgage dispose of or turn to account all or any of the property or assets of the

Charity as may be thought necessary with a view to the promotion of the Objects;

- 4.18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 4.19 subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Charity's property;
- 4.20 to invest the moneys of the Charity not immediately required for its purposes in or upon such investments or securities in the United Kingdom as may be thought fit but subject nevertheless to such conditions (if any) and with such sanction (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 4.21 to amalgamate affiliate or co-operate with and subscribe to any association society or corporation whose objects shall be both charitable and educational and to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any such association society or corporation **PROVIDED** that the Charity shall not amalgamate affiliate with or subscribe to any association society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Charity under or by virtue of clause 5 hereof;
- 4.22 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 4.23 to grant pensions and retirement benefits to or for employees or former employees of the Charity and to the widows children and other dependants of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Charity their widows children and other dependants;
- 4.24 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause.

- 4.25 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;
- 4.26 to provide indemnity insurance to cover the liability of the trustees 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 Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the trustees, in their capacity as trustees of the Charity, for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of those trustees
- 4.27 to do all such other lawful things as are necessary for the achievement of the Objects.
- 5 The income and property of the Charity 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, bonus or otherwise by way of profit, to members of the Charity, including directors unless the prior written approval of the Charity Commission has been obtained (directors being hereinafter referred to as the **trustees**) Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- 5.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or dismissal or remuneration, or that of his or her partner, is under discussion;
- 5.2 of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees, in their capacity as trustees of the Charity, for

offences arising out of the fraud or dishonesty or wilful or reckless misconduct of those trustees.

- 5.3 subject to Article 42 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or employee of the Charity.
- 5.4 of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding Two (2) per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- 5.5 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.6 of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- 5.7 to any trustee of reasonable out-of-pocket expenses;

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- 6.1 Except as provided for in clause 5 above no trustee may:
 - 6.1.1 buy any goods or services from the Charity;
 - 6.1.2 sell goods services or any interest in land to the Charity;
 - 6.1.3 be employed by or receive any remuneration from the Charity;
 - 6.1.4 receive any other financial benefit from the Charity;unless
 - 6.1.5 the payment is permitted by this memorandum does not exceed an amount that is reasonable in all the circumstances and does not result in a majority of the trustees having received a financial benefit from the Charity; or
 - 6.1.6 the trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 6.2 The employment or remuneration of a trustee includes the engagement or remuneration of any firm or company in which the trustee is:
 - 6.2.1 a partner

6.2.2 an employee

6.2.3 a consultant

6.2.4 a director; or

6.2.5 a shareholder unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than one percent (1%) of the issued capital

6.3 In this clause 6:

6.3.1 **Charity** shall include any company in which the Charity:

6.3.1.1 holds more than fifty percent (50%) of the shares; or

6.3.1.2 controls more than fifty percent (50%) of the voting rights attached to the shares; or

6.3.1.3 has the right to appoint one or more directors to the Board of the company.

6.3.2 **trustee** shall include any child parent grandchild grandparent brother sister spouse or civil partner of the trustee or any person living with the trustee as his or her partner.

7 If a conflict of interest arises for a trustee 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 this memorandum or the articles the unconflicted trustees may authorise such a conflict of interests where the following conditions apply

7.1 the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person

7.2 the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting

7.3 the unconflicted trustee considers it is in the interest of the Charity to authorise the conflict of interest in the circumstances applying

8 The liability of the members is limited.

9 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding Ten pounds (£10.00)) to the Charity'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 Charity'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.

- 10 If the Charity 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 Charity, but shall be given or transferred to some other charity or charities having objects similar to 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 Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
ALGERNON DARYL JULIAN GRENFELL Baringo Grenfell Park Parkgate South Wirral Cheshire	A.D.Julian Grenfell
JONATHAN MICHAEL HOLT Blue Hills, Links Hey Road Caldy Wirral L48 1NB	J. Michael Holt

Dated: 4th July 1995

Witness to the above Signatures: R. G.L. Dale-Jones

Name: R.G.L.DALE-JONES

Address: DISLEY, STOCKPORT

Occupation: SOLICITOR

The Companies Acts 1985 and 1989

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

MOSTYN HOUSE SCHOOL

Interpretation

1 In these articles:

Charity: the company intended to be regulated by these articles;

1985 Act: the Companies Act 1985;

2006 Act: the Companies Act 2006;

articles: means these Articles of Association of the Charity;

clear days: in relation to the period of a notice means the 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;

Commission: the Charity Commission for England and Wales;

executed: includes any mode of execution;

memorandum: the memorandum of association of the Charity;

office: the registered office of the Charity;

seal: the common seal of the Charity if it has one;

secretary: the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary;

trustees: the directors of the Charity (and **trustee** has a corresponding meaning);

United Kingdom: Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the 1985 or the 2006 Act

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory declaration not in force when this constitution becomes binding on the Charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

The provisions of the memorandum to the extent that they could have been contained in the articles shall take effect as though repeated in the articles.

Members

2

2.1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 64 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

2.2 Unless the trustees or the Charity in general meeting shall make other provision under Article 64, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two (2)

General meetings

3 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the 1985 Act or the 2006 Act, shall forthwith proceed to convene a general meeting for a date not later than eight (8) weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

4 A general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one (21) clear days' notice. All other extraordinary general meetings shall be called by at least fourteen (14) clear days'

notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 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. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and under articles 23-28 of the articles

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

- 5 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

- 6 No business shall be transacted at any meeting unless a quorum is present. Four (4) persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 7 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 the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 8 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
- 9 If no trustee is willing to act as chairman, or if no trustee 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.
- 10 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 11 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 adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) 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.

- 12 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 1985 Act and the 2006 Act, a poll may be demanded:

12.1 by the chairman; or

12.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

12.3 by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- 13 Unless a poll is duly demanded 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 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 15 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 results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 16 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not have a casting vote

- 17 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty (30) days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

- 18 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

- 19 Every member shall have one vote.
- 20 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 21 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 chairman whose decision shall be final and conclusive.
- 22 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Proxies appointment and voting

- 23 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity
- 24 The appointment of a proxy shall be 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 trustees may approve)

Charity Name

I/We of being a member/members of the above named charity hereby appoint of or failing him/her of as my/our proxy to vote in my/our name[s] and on my/our behalf of the general meeting of the charity to be held on20..... and at any adjournment thereof

Signed on20

- 25 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of 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 trustee may approve)

Charity Name

I/We of being a member/members of the above named charity hereby appoint of or failing him/her of as my/our proxy to vote in my/our name[s] and on my/our behalf of the general meeting of the charity to be held on20..... 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

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed the proxy may vote as s/he thinks fit or abstain from voting

Signed thisday of20

- 26 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the trustees) may be lodged with the Charity as follows:

26.1 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 forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote; or

26.2 in the case of a poll taken more than forty eight (48) hours after it is demanded be deposited or received as aforesaid after the poll has been demanded and not less then twenty four (24) hours before the time appointed for the taking of the poll; or

26.3 where the poll is not taken forthwith but is taken not more than forty eight (48) hours after it was demanded be delivered at the meeting at which the poll was demanded to the person chairing the meeting or any trustee

27 An appointment of proxy which is not deposited delivered or received in a manner described above shall be invalid.

28 A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at:

28.1 its registered office; or

28.2 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.

Written Resolutions

29 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation its authorised representative may signify its agreement.

Trustees

30 A trustee must be a natural person.

31 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

32 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the 1985 Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Power of trustees

- 33 Subject to the provisions of the 1985 Act or the 2006 Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 34 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- 34.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
- 34.2 to enter into contracts on behalf of the Charity.

Appointment of trustees

- 35 No person shall be appointed or reappointed a trustee at any general meeting unless:
- 35.1 he is recommended by the trustees; or
- 35.2 not less than fourteen (14) nor more than thirty-five (35) 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 Charity 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 Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 36 No person may be appointed as a trustee:
- 36.1 unless he has attained the age of 18 years; or
- 36.2 in circumstances such that, had he already been a trustee, he would have disqualified from acting under the provisions of Article 40.
- 37 Not less than seven (7) nor more than twenty-eight (28) clear days before the date appointed for holding a general meeting notice shall be given to all persons who are

entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed be required to be included in the Charity's register of trustees.

- 38 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
- 39 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.

Disqualification and removal of trustees

- 40 A trustee shall cease to hold office if he:
- 40.1 ceases to be a trustee by virtue of any provision in the 1985 Act or the 2006 Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
 - 40.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 40.3 resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - 40.4 is absent without the permission of the trustees from all their meetings held within a period of six (6) months and the trustees resolve that his office be vacated.

Trustees' expenses

- 41 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration for acting as trustees.

Trustees' appointments

- 42 Subject to the provisions of the 1985 Act or the 2006 Act and to Clauses 5 and 6 of the memorandum, the trustees may appoint one or more of their number to the remunerated office of headmaster or to any other unremunerated executive office. Provided that any trustee who holds the office of headmaster or otherwise shall withdraw from any meeting at which his or her appointment or dismissal, remuneration or other variation of his or her contract of employment is under discussion. Any such appointment may be made upon such terms as the trustees determine.
- 43 Except to the extent permitted by clauses 5 and 6 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

- 44 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee 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.
- 45 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
- 46 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 47 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
- 48 A trustee shall not be counted in the quorum present when any decision is being made about a matter upon which that trustee is not entitled to vote
- 49 The trustees may appoint one or more sub-committees consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any

function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

- 50 A trustee must declare the nature and extent of any interest direct or indirect which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee must absent himself from any discussions of the trustee in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)
- 51 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.
- 52 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
- 53 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

- 54 Subject to the provisions of the 1985 Act and the 2006 Act, the secretary shall be appointed by the trustees 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 trustees shall keep minutes in books kept for the purpose:
- 55.1 of all appointments of officers made by the trustees; and
- 55.2 of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each

such meeting the decisions made at the meetings and where appropriate the reasons for the decision.

The Seal

- 56 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

57

- 57.1 The trustees must prepare for each financial year accounts as required by the 2006 Act. The account must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 57.2 The trustee must keep accounting records as required by the 2006 Act.

Annual Report

58

- 58.1 The trustee must comply with the requirements of the Charities Act 1993 with regard to:
- 58.1.1 the transmission of the statements of account to the Charity;
 - 58.1.2 the preparation of an Annual Report and its transmission to the Commission;
 - 58.1.3 the preparation of an Annual Return and its transmission to the Commission.
- 58.2 The trustee must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Notices

- 59 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 trustees need not be in writing.

- 60 The Charity 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 gives to the Charity 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 Charity.
- 61 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 62 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 63 Subject to the provisions of the 1985 Act and the 2006 Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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 Charity.

Rules

64

- 64.1 The trustees may from time to time make such rules or bye laws as they deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- 64.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- 64.1.2 the conduct of members of the Charity in relating to one another, and to the Charity's servants;
 - 64.1.3 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;
 - 64.1.4 the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - 64.1.5 generally, all such matters as are commonly the subject matter of company rules.
- 64.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

