

Company Number 4002575

Companies Acts 1985 and 1989

Company Limited by guarantee and not having a share capital

SHERBORNE SCHOOL (the "Company")

SPECIAL RESOLUTIONS

IT IS RESOLVED that the following amendments be made to the Memorandum of Association of the Company (the "Memorandum"):

1. That the words "and/or" be inserted at the end of sub-clause 5.4 of the Memorandum.
2. That the full stop at the end of sub-clause 5.6 of the Memorandum be removed and replaced by a semi-colon followed by the words "and/or".
3. That a new sub-clause 5.7 be inserted in the Memorandum as follows:

"5.7 any payment to which the Charity Commission has given prior written approval provided that any procedures it prescribes are fully complied with."
4. That the draft Memorandum (in the form attached to this Resolution) be adopted as the Memorandum of Association of the Company with effect from the date of these Resolutions.

These Resolutions were duly passed as Special Resolutions at the Annual General Meeting of the Company held on 26th November 2005

Margaret C McKeown

Chairman of the Meeting/Company Secretary



We hereby certify this a true and complete copy of the original

Dated... 1st... Day of... December... 2005
Stane King

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
- OF -
SHERBORNE SCHOOL

May 2000

As revised by Special Resolutions passed on 26th November 2005

THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
of
SHERBORNE SCHOOL

- | | | |
|----------------------------|-----------|---|
| Name | 1. | The name of the Company ("Company") is Sherborne School. |
| Registered Office | 2. | The registered office of the Company shall be in England. |
| Object | 3. | The object for which the Company is established is to advance education by carrying on in or near Sherborne of a boarding and day school for boys and girls. |
| Powers | 4. | For the purpose of attaining the above-mentioned object but not further or otherwise the Company shall have the powers set out in the Appendix to this Memorandum. |
| Income and Property | 5. | <p>The income and property of the Company obtained from any source shall be applied solely towards the promotion of its objects as described in this Memorandum of Association and no part of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or in any other way by way of profit, to members of the Company and no Governor shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company.</p> <p>PROVIDED THAT the Company may make payment in good faith of:</p> <p>5.1 reasonable and proper remuneration and benefits to any member, officer or servant of the Company (not being a member of Governors of the Company) for any services actually rendered to the Company; and / or</p> |

- | | |
|--------------------------------------|---|
| 5.2 | interest on money lent by any member of the Company or of its Governors at a rate per annum not exceeding 2% over the base rate prescribed for the time being by Lloyds TSB, or 3% whichever is the greater; and / or |
| 5.3 | reasonable and proper rent or other payment for premises demised, let or licensed to the Company by any member of the Company or any member of the Governors; and/or |
| 5.4 | fees, remuneration or other benefit in money or money's worth to a company of which a Governor is a member holding not more than 1% of the capital thereof and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and/or |
| 5.5 | reasonable out-of-pocket expenses incurred by any Governor in connection with the performance of his duties as Governor; and/or |
| 5.6 | the payment of any premium in respect of indemnity insurance as referred to in Clause 22 of the Appendix to this Memorandum; and/or |
| 5.7 | any payment to which the Charity Commission has given prior written approval provided that any procedures it prescribes are fully complied with. |
| Limited Liability 6. | The members shall be the Directors of the Company and the Governors of Sherborne School. The liability of the members is limited. |
| Contribution on Winding-Up 7. | Every member of the Company undertakes to contribute:

7.1 to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member;

7.2 to payment of debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up; and

7.3 to the adjustment of the rights of the contributories among themselves.

Such amount as may be required not exceeding ten pounds (£10). |
| Cy-Pres 8. | 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 |

**Amendments to 9.
the Memorandum**

institution or institutions, having objects similar to the objects of the Company.

No addition alteration or amendment to which s64 of the Charities Act 1993 applies shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall first have been submitted to and approved by the Charity Commissioners for England and Wales and no addition alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law.

**APPENDIX TO THE MEMORANDUM OF ASSOCIATION
(Powers of the Company)**

- | | | |
|---|----|---|
| Acquisition | 1. | Subject to such consents as shall be required by law, the power to purchase, take on lease, or in exchange, hire or otherwise acquire any property (whether real or personal and whether in the United Kingdom or elsewhere) and any rights or privileges the acquisition of which the Company may think necessary or convenient for any of the purposes of the Company, including but not restricted to the power to acquire the property, right, privileges and associated liabilities of Sherborne School ("the School"). |
| Pursuing the School's Object | 2. | The power to carry on the School in pursuance of the Object under the name of Sherborne School or such other name as the Governors shall decide from time to time and the power in the absolute discretion of the Governors also to promote education. |
| Bursaries | 3. | (a) The Governors shall apply not less than 2% of the total amount of fees payable in each academic year (provided that this will not include fees related to pupils selected for an assisted place at the School by the Secretary of State under s.17 Education Act 1980) on such terms as they see fit to contribute to and administer bursaries for the payment of all or part of the tuition fees for pupils who need financial assistance to enable them to attend the school. |
| Foundation Scholarships and Prizes | | (b) The power in the absolute discretion of the Governors and on such terms as they see fit to institute, establish and contribute towards and administer foundation scholarships to pupils selected on grounds of merit, and also to grant prizes, rewards, marks of distinction and other awards to any pupil in recognition of and to encourage achievement of every kind. The Governors shall pay £500 annually to the Foster Educational Foundation Sherborne, County of Dorset. |
| Allowances | | (c) The power in the absolute discretion of the Governors and on such terms as they see fit to provide maintenance allowances for pupils in financial need to enable them to attend the School and/or to enable them to participate in ex-curricular activities undertaken for educational purposes. |
| Leaving Exhibitions | | (d) The power in the absolute discretion of the Governors and on such terms as they see fit during or at the end of any school year to award leaving exhibitions to pupils leaving the School in that year who, in the opinion of the Governors are in need of financial assistance. A leaving exhibition shall be tenable for not more than four years at any university or other institution of higher or further education (including professional or technical education) approved by the Governors or for the purpose of enabling the exhibitioner to pursue a course of study approved by them. The name "Sherborne Scholarship" shall be given to such one of more leaving exhibitions as the Governors shall see fit. |
| Additions and Alterations to Buildings | 4. | The power to construct, maintain, add to, improve furnish, equip and alter any building or erection necessary for the work of the Company. |
| Facilities | 5. | The power to provide a school or schools, class rooms, offices, board, lodgings and other facilities for children, teachers, and others instructed or employed by the Company, including their family where appropriate, including facilities for study, research, recreation and also performance of artistic and cultural activities of every |

		description.
Disposal of Assets	6.	<p>6.1 The power (subject to the Charities Act 1993 and in particular to Part V) to sell, lease, mortgage, turn to account, manage and improve all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets.</p> <p>6.2 The power, in exchange for full value consideration and subject to Part V of the Charities Act 1993, to grant licences or make any disposition of the property or assets of the Company to a trading company formed and operated for a purpose (inter alia) of benefiting the Company. It shall be a condition of any such licence or disposition that the trading company shall have entered into an effective covenant of all its profit of a capital and income nature in favour of the Company and that no licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Company for non-charitable purposes.</p>
Procurement of Funds	7.	The power to procure, obtain, collect and receive money and funds by way of fees, contributions, donations, subscriptions, legacies, grants, licence fees, appeals for funds, sales of booklets and advertising matter or any other lawful method, and to accept and receive any gifts or property of any description to enable the Company to carry out its objects, whether subject to any special trust or not. Provided always that any moneys so received by the Company shall be used or applied by the Company for or towards its charitable objects.
Acting as Trustee	8.	The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Company, gratuitously or otherwise.
Publicity	9.	The power to adopt such means of publicising the Company and its objects and activities as may seem expedient, and in particular by advertising in any media, and by granting prizes, awards and donations.
Employment	10.	The power to employ a Headmaster or Headmistress (by whatever title known) to carry on the day-to-day work of the School comprised within the Company from time to time and to manage the Company's property or any part thereof subject always to the control and supervision of the Governors and upon such terms as the Governors think fit to employ a clerk and such other officials or staff as the Governors may in their discretion from time to time determine and to fix such salaries (subject always to Clause 5 of this Memorandum) as the Governors may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such employment upon such terms as the Governors may decide in accordance with the law.
Borrowing	11.	Subject to such consents as may be required by law, including the Charities Act 1993 (and in particular Part V), the power to borrow and raise money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) the discharge by the Company or any other person of any obligation or liability, or raise money for the purposes of the Company on such terms and in such manner as the Governors may think fit.
Advancing Money and Credit	12.	The power to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts

- of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
- | | | |
|--|-----|---|
| Subscriptions and Guarantees | 13. | The power to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects. |
| Donation | 14. | The power to make any charitable donation either in cash or assets for the furtherance of the objects of the Company. |
| Investment | 15. | The power 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, subject to such conditions (if any) and such consents (if any) as may be imposed or required by law. |
| Alliances | 16. | The power to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporated, established for charitable purposes only. |
| Amalgamation | 17. | The power to amalgamate, federate, affiliate, co-operate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Company, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company. |
| Transfer of Assets | 18. | The power to transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company and subject in all respects to the provisions of the Charities Act 1993, and in particular Part V, and any amendment or re-enactment thereof. |
| Pensions and Superannuation | 19. | The power to make all reasonable and necessary provision for the payment of pensions or capital sums or both to or on behalf of employees and their widows or widowers and other dependants after their employment has ceased. |
| Indemnity Insurance for Employees | 20. | The power to insure at the expense of the Company and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and in relation to the Governors (or any of them) so far as is permitted by Clause 21 of this Appendix. |
| Governors' Indemnity Insurance | 21. | The power to provide indemnity insurance to cover the liability of the Governors (or any of them) 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 any act or omission which the Governors (or any of them) knew to be a breach of trust or breach of duty, or which was committed by the Governors (or any of them) in reckless disregard of whether it was in breach of trust or breach of duty or not. |
| Insurance of Company Property | 22. | The power to insure the Company and the Company's property against such risks as the Governors shall consider it prudent or necessary to insure against including fire and other usual risks. |

Enactment	23.	The power to make bye-laws, rules and regulations with regard to the affairs or the management of the Company and its bursaries, foundation scholarships, prizes, allowances and leaving exhibitions.
Formation Costs	24.	The power to pay out of the funds of the Company all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.
Territories	25.	The power to do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.
Additional Powers	26.	The power to do all such other lawful things as are necessary for the attainment of the above objects or any of them.
PROVIDED THAT:		
Employees etc	(a)	The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
Trust Property	(b)	In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.
Charitable Property	(c)	In case the Company shall hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Company shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law.

Headings, sub-headings and format lines are for ease of reading and do not form part of the Memorandum.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address:

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address:

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
- OF -
SHERBORNE SCHOOL

INDEX	
Heading	Article Number
Interpretation	Article 1
Objects	Article 2
Appointment and Removal of Members & Governors	Articles 3-11
Meetings	Article 12
Annual General Meeting	Articles 13-18
Extraordinary General Meetings	Articles 19-21
Governors Meetings	Articles 22
All Meetings	Articles 23-33
The Chairman of Governors	Articles 34-35
The Vice-Chairman of Governors	Article 36
The Clerk	Articles 37-38
The Powers of the Governors	Articles 39-40
Accounts	Article 41
Audit	Article 42
Investment Managers	Articles 43-47
Indemnity	Articles 48-49
Dissolution	Article 50
Appendix - Proxy Vote	

ARTICLES OF ASSOCIATION

Interpretation 1.

In these Articles unless the context otherwise requires:

The School means Sherborne School including International College.

Articles means these Articles of Association and the regulations of the Company from time to time in force.

The Act means the Companies Act 1985.

The Charities Act means the Charities Act 1993.

Clerk means the Company Secretary.

Governors means the persons appointed as such under these Articles of Association to have the general control and management of the administration of the Company and who are also the members of the Company and appointed Directors of the Company.

Members means the persons whose names are entered in the Register of Members of the Company and who are also appointed as the Directors of the Company and the Governors to the School.

Month means calendar month.

Office means the registered office of the Company

Notice means notice in writing given personally or sent to the Company at its registered office or by or on behalf of the Company to any other person at his address as it appears in the Register of Members. Only those for whom the Registrar of Members shows an address in the United Kingdom shall be entitled to receive notices from the Company. Any notice sent by first-class prepaid post shall be deemed to have been served within 24 hours

after it was posted

Words Words in the *masculine* include the feminine gender and vice versa. Words in the *singular* include the plural and vice versa.

Headings, Sub-Headings, Underlinings and Format Lines are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles.

In writing means written, printed, partly one and partly another and all other modes of representing words in visible form.

The following rules of interpretation shall also apply:

Modification or Re-enactment

Reference to any provisions of the Act or the Charities Act or any other statute shall be a reference to such provisions as modified or re-enacted by any statute or regulations for the time being in force.

Meanings Where There Is No Inconsistency

Except as provided above, words or expressions defined in the Act or the Charities Act (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context.

OBJECTS

- | | |
|----------------|---|
| Objects | 2. The Company is established for the purposes and has the powers set out in the Memorandum of Association. |
|----------------|---|

APPOINTMENT & REMOVAL OF MEMBERS AND GOVERNORS

- | | |
|---|---|
| Members,
Directors &
Governors | 3. The first Members of the Company shall be the subscribers to the Memorandum of Association and their names shall be entered in the Register of Members of the Company. |
|---|---|

**Board of
Governors**

4. (a) There shall be three Ex Officio Governors:
- Her Majesty's Lord Lieutenant for the County of Dorset or his nominated representative;
 - the Lord Bishop of Salisbury or his nominated representative; and
 - the Vicar of Sherborne with Castleton & Lillington (provided that during any period where there is no such Vicar or the Bishop declares a period of suspension in respect of the benefice, the Priest for the time being in charge of the benefice shall by virtue of his office be an Ex Officio Governor).
- (b) The Governors may at any time appoint further Governors to a maximum of 20 of whom, when the Board is complete, one shall be nominated and 16 shall be co-opted in accordance with this Article.
- (c) Each Governor shall be a Member of the Company.
- (d) The Board of Governors may appoint any such person as they in their discretion consider suitable to be a Governor to fill a casual vacancy or as an additional Governor to the maximum number of Governors permitted under these Articles at any one time.
- (e) The Company may by special resolution passed in general meeting increase or reduce the number of Governors and determine in what rotation such numbers shall go out of office.
- (f) No teacher at the School or any other person employed by the School shall be a Governor.
- (g) A person may be a Governor notwithstanding that he is the parent of a pupil who is in receipt of a scholarship, bursary or other award or benefit granted in accordance with the provisions of the Memorandum of Association of the Company.

Nominated Governor

- (h) There shall be a maximum of one nominated Governor. The full and part time teachers employed at and by the School shall have the right to nominate one Governor who shall be an individual and not a company and whose appointment shall, subject as below, be confirmed by the Governors.
- (i) The Governors shall be entitled without stating reasons to disapprove a nomination.
- (j) A casual vacancy in the Governing Body shall be deemed to arise if, without default of the Governors, a nomination has not been made within eight weeks of a written request by the Board of Governors and Articles 4(d) and 9(c) shall apply.

- (k) A nominated Governor shall be appointed for a term of five years and shall be eligible for re-appointment.

Co-opted Governors

- (l) Upon giving 21 days notice the Company may, by passing an ordinary resolution appoint co-opted Governors to a maximum of 16.
- (m) The appointment of a co-opted Governor shall be for a specific period not exceeding five years and there shall be rotation in accordance with Article 11.

Register of Members	5.	The provisions of Section 352 of the Act (Obligation to keep and enter up register) shall be observed by the Company.
Consent to Membership	6.	Every member of the Company shall sign a written consent to become a member (in the form of an application for membership).
Cessation of Membership	7.	A person shall cease to be a Member when he ceases to be a Governor in accordance with Articles 9, 10 and 11 or otherwise.
Remuneration of Governors	8.	Except as provided for in the Memorandum of Association, the Governors shall not be entitled to receive any remuneration other than travelling, hotel and other expenses properly and reasonably incurred by them in connection with the conduct of the affairs of the Company.
Removal of a Governor	9.	<p>(a) Upon giving of <u>special notice of 21 days</u> the Company may by passing an <u>ordinary resolution</u> (and complying with the procedures set out in ss303 and 304 of the Act) remove any Governor before the end of his period of office notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary.</p> <p>(b) The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he was subject prior to his removal.</p> <p>(c) Any person appointed to fill a vacancy resulting from the removal of a Governor from office under Article 9(a) or to any other casual vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose</p>

place he is appointed was last elected a Governor.

**Disqualification
of Governors**

10. A Governor shall vacate office:
- (a) Upon ceasing to be a Member of the Company.
 - (b) At the next Annual General Meeting after his 70th birthday but may be re-elected on an annual basis and at each AGM thereafter may put forward his name for re-election.
 - (c) Upon dying or becoming incapable of managing his affairs.
 - (d) Upon being declared bankrupt or making any arrangement with his creditors.
 - (e) Upon resignation in writing, on the expiry of at least one months notice given by the Governor in writing to the Governors. Such notice may not be withdrawn without the written consent of the Governors.
 - (f) Upon removal from office by ordinary resolution of the Company in accordance with Article 9(a).
 - (g) Upon notice passed by an ordinary resolution of the Company following his failure to declare the nature of any direct or indirect interest in Company business as required by the Act.
 - (h) Upon being disqualified under Section 72 of the Charities Act or ceasing to hold office by virtue of any provision of the Act.
 - (i) Upon being absent from meetings of the Governors for a continuous period in excess of twelve months without the prior permission of the Governors.

**Rotation of
Governors**

11. (a) One-fifth of the co-opted Governors shall retire from office at the first Annual General Meeting and at each subsequent Annual General Meeting and shall be eligible for re-election.
- (b) The retiring Governors shall be those longest in the office since their last election or appointment.
- (c) In the absence of an agreement, those of equal seniority shall be selected by lot.

MEETINGS

Meetings

12. All meetings of the Company are either Governors meetings or Members meetings.

ANNUAL GENERAL MEETING

- | | | |
|--|------------|--|
| Articles
Applicable | 13. | The Annual General Meeting is a Members meeting and Articles 13 to 18 and Articles 23 to 34 shall apply to each Annual General Meeting. |
| Timing | 14. | An Annual General Meeting shall take place each year and not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. |
| Convening an
Annual General
Meeting | 15. | The Annual General Meeting shall be convened by the Clerk who shall send at least <u>21 clear days</u> notice in writing of the meeting by first class post to each Member and all persons (including the Auditors) entitled to receive notice of it. With the consent of all Members a meeting may be convened by such notice as the Members think fit. |
| Contents of
Notice | 16. | The notice shall state the date, time and place of the meeting and the general nature of the business to be conducted. |
| Omission to
Give Notice | 17. | The accidental omission to give notice or the non-receipt of notice by any person entitled to receive it shall not invalidate any resolution or proceeding of the meeting. |
| Business at
Annual General
Meeting | 18. | <p>The business of the Annual General Meeting shall include:</p> <ul style="list-style-type: none">(a) Consideration of the accounts and any documents annexed to them.(b) Consideration of the reports of the Governors and of the Auditors.(c) The election of Governors in place of those retiring and confirmation of new appointments.(d) The appointment of auditors and the fixing of their remuneration. <p>Resolutions on these matters (where required) shall be by a <u>simple majority</u> of those attending and entitled to vote in person or by proxy.</p> |

EXTRAORDINARY GENERAL MEETINGS

- | | | |
|---|------------|---|
| Extraordinary General Meetings | 19. | All Members meetings other than Annual General Meetings are Extraordinary General Meetings. |
| Articles Applicable | 20. | Article 16 (Notices) and Articles 23 - 34 (Proceedings) shall apply to each Extraordinary General Meeting. |
| Convening an Extraordinary General Meeting | 21. | <p>An Extraordinary General Meeting:</p> <ul style="list-style-type: none">(a) may be convened whenever the Governors see fit; or(b) shall be convened by the Governors if any two Governors or any Governors holding not less than one-tenth of the total voting rights of all Governors makes a written requisition which must be left at the Office, stating the object of the proposed meeting; or(c) may be convened by the requisitioners if the Governors have not within <u>21 days from receipt of a requisition</u> given notice to convene the meeting. <p>At least <u>14 clear days notice in writing</u> must be given of the meeting by <u>first class post</u> to each Member and all persons (including the Auditors) entitled to receive notice of it. If a special resolution is to be considered, or the appointment of a co-opted Governor is to be considered <u>the notice period shall be 21 clear days.</u></p> |

GOVERNORS MEETINGS

- | | | |
|------------------|------------|---|
| Generally | 22. | <ul style="list-style-type: none">(a) The Clerk upon the request of a Governor at any time shall by notice in writing served upon the Governors call a meeting of the Governors.(b) Any Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Governors.(c) A Governor shall not be entitled to vote in respect of any matter in which he is interested and shall not be counted in the quorum at any meeting at which such matter is considered.(d) A quorate meeting of the Governors shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Governors generally. |
|------------------|------------|---|

ALL MEETINGS

**Rules about
Quorum**

23. (a) Seven Governors shall constitute a quorum for a meeting. A Governor shall not be counted in the quorum on any matter on which he is not entitled to vote.
- (b) No business shall be transacted at any meeting unless a quorum is present.
- (c) If a quorum is not present within half an hour from the time appointed for a meeting to start the meeting shall be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Governors shall appoint.
- (d) If the adjourned meeting is inquorate half an hour after the time appointed for it to start, the Governors present shall constitute a quorum.

**The Chairman
of a Meeting**

24. The Chairman of a meeting shall be:
- (a) the Chairman of the Governors; or, if he is not present within 10 minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided,
- (b) the Vice Chairman of the Board of Governors; or if he too is not present within 10 minutes after the time appointed for it to start or is unwilling to preside or has an interest in a matter to be decided,
- (c) a Governor chosen by the Governors present to chair the meeting.

**Adjournment
of a Meeting**

25. (a) The Chairman of a meeting may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next 30 days as the Chairman thinks fit. Note: Adjournment of an inquorate meeting is regulated by Article 23.
- (b) No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place.
- (c) If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Governors shall not be entitled to notice of the business to be transacted at an adjourned meeting.
- (d) If a meeting is adjourned for less than 30 days, Governors shall not be entitled to notice of the adjourned meeting or the business to be transacted at it.

**Votes of
Governors**

26. (a) At any meeting every Governor present in person or by proxy and entitled to vote shall have one vote.
- (b) No Governor shall be entitled to vote on any question at a meeting either
- personally; or
 - by proxy; or
 - as a proxy for another Governor
- unless his membership is duly registered.
- (c) Votes may be given on a poll or a show of hands. On a poll votes may be given either personally or by proxy.

Proxy

27. (a) The instrument appointing a proxy shall be in writing and signed by the appointing Governor ("the Principal").
- (b) Only one proxy may be appointed by the Principal for any one meeting and the proxy must be the Chairman.
- (c) The instrument appointing a proxy shall be deposited at the Office 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 in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. In default, the instrument shall not be treated as valid.
- (d) An instrument appointing a proxy may be in the form set out in the **Appendix** or in any other form the Governors may approve.
- (e) The instrument appointing a proxy shall be deemed to confer authority to demand or join in a poll.
- (f) The death or insanity of the Principal or revocation of the appointment of the proxy or the authority under which the proxy form was executed shall not invalidate a vote given in accordance with the terms of an instrument of proxy unless intimation in writing of any such event was received at the Office before the commencement of the meeting or adjourned meeting at which the proxy was used.

**Resolutions at
a Meeting**

28. (a) The presence of seven Governors shall form a quorum for all business transacted at meetings.
- (b) Resolutions put to the vote of a meeting shall be decided:

- on a show of hands; or
 - on a poll if demanded by:
 - (i) the Chairman or;
 - (ii) at least five Governors present in person; or
 - (iii) a Governor or Governors representing not less than one tenth of the total voting rights of all the Governors entitled to vote at the meeting.
- (c) If a poll is not demanded the Chairman's declaration that a resolution has or has not been carried unanimously or by a particular majority is binding. An entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of all against that resolution. Note: Written resolutions are regulated by Article 31.
- Poll** **29.** (a) When a poll is demanded as described in Article 28 it shall be taken at such time and place in such a manner as the Chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting.
- (b) The demand for a poll may be withdrawn.
- (c) No poll shall be demanded on the election of a Chairman or the election of a Chairman of a meeting or on any question of an adjournment.
- (d) 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 a poll has been demanded.
- Chairman's** **30.** The Chairman of the meeting shall be entitled to a second or casting vote in
Second or Casting the case of an equality of votes, whether on a show of hands or on a poll.
Vote
- Written** **31.** (a) A resolution in writing signed by all the Governors for the time
Resolutions being entitled to receive notice of and attend and vote at meetings shall for the purpose of these Articles be as effective as if the same had been passed at a meeting of the Company duly convened and held.
- (b) Such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires Special Notice (resolutions to remove a director under s.303 or an auditor

under s.391).

**Acts of the
Governors** 32. All bona fide acts done by the Governors at any meeting shall be valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any Governor or other irregularity.

Minutes 33. The Governors shall cause proper minutes to be made of:

- (a) all appointments of officers.
- (b) proceedings of all meetings of the Company and the Governors.
- (c) all business transacted at such meetings.

Such minutes if purporting to be signed by the Chairman of such meeting or the Chairman of the next succeeding meeting shall be sufficient evidence of the facts stated therein.

THE CHAIRMAN OF GOVERNORS

**Appointment
and Removal** 34. (a) The Chairman of the Governors shall be the person appointed by a simple majority by the Governors as Chairman. The Chairman may be removed as Chairman by the Governors at any time by a simple majority of the Governors.

(b) A Chairman shall be appointed for a term not exceeding three years. The Chairman shall be eligible for re-appointment as Chairman for one further term of three years. Note: see also Article 10(b) and 11.

**Powers and
Responsibilities
of the Chairman** 35. The Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles including the right (unless disqualified by reason of a personal interest) to chair each meeting of the Company and each meeting of the Governors and the right to a second and casting vote in any case of equality of votes at every such meeting. The expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman.

THE VICE-CHAIRMAN OF GOVERNORS

**Appointment
and Removal** 36. (a) The Vice-Chairman of the Governors shall be the person appointed by a simple majority of the Governors to serve as Vice-Chairman.

(b) The Vice-Chairman may be removed from that office by the Governors at any time by a simple majority of the Governors.

CLERK

Clerk 37.

The Governors shall appoint and remove the Clerk. The Clerk shall not be a Governor. The Clerk shall be appointed for such time and paid such reasonable remuneration as the Governors think fit. The Clerk shall attend *Governors meetings*.

**Absence of
the Clerk**

38. An assistant or deputy Clerk may be appointed by the Governors to act in place of the Secretary in his absence.

THE POWERS OF THE GOVERNORS

**The General
Powers of the
Governors**

39. (a) The business of the Company shall be managed by the Governors who may exercise all the powers of the Company as set out in the Memorandum except those which by these Articles or by the Act are required to be exercised only in General Meeting.
- (b) The Governors shall be entitled to prescribe a Scheme of Management for the management of the Company in such terms as the Governors in their absolute discretion think fit but consistent always with the terms of these Articles.
- (c) The Governors shall be entitled to make rules as to the award of bursaries, foundation scholarships, allowances, leaving exhibitions and prizes including rules as to their value, the method of ascertainment and selection of candidates and, where appropriate, the period of tenure and deprivation in the event of a holder failing to maintain a reasonable standard of progress or proficiency.
- (d) Any alteration in these Articles must be made by a special resolution of the Governors in General Meeting.
- (e) The Governors may pay all such initial expenses of the promotion, formation, establishment and registration of the Company as they think fit.
- (f) The Governors may act even though there is a vacancy in their body provided that if there are fewer than seven Governors, they may act as the Governors only to:
- appoint Governors; and/or
 - call a members meeting.
- (g) The Governors may delegate any of its powers to committees consisting of at least three Governors or other persons as they think fit. The Governors shall indicate in writing to such a committee the

extent and nature of the powers so delegated.

- (h) Such committees shall conform to any regulations imposed by the Governors.
- (i) The presence of one Governor shall be required as part of the quorum for all business transacted by a committee.
- (j) The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governors so far as applicable unless superseded by any subsequent decisions of or regulations made by the Governors.
- (k) Any committee so formed shall report all acts and proceedings to the Governors as soon as is reasonably practicable.

Borrowing

40. In accordance with Article 40 (but without limiting its generality) the Governors may exercise all powers of the Company to:

- (a) borrow money;
- (b) mortgage or charge the whole or any part of its undertaking in property (subject to the provisions of Part V of the Charities Act);
- (c) issue debentures, debenture stock and other documents, whether outright or as security for any debt, liability or obligation of the Company.

ACCOUNTS

**Accounting
Records**

- 41.
- (a) Accounting records shall be kept by the Governors in accordance with the Act and with Part VI of the Charities Act and any Statement of Recommended Practice in force from time to time at the Office or such other place or places as the Governors think fit.
 - (b) The accounting records shall be open to inspection by the Governors at all reasonable times.
 - (c) The Governors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act and the Act.
 - (d) A copy of every annual statement of accounts, auditor's report and report of the Governors which is to be laid before the Company at General Meeting shall be sent to every Governor and every holder of debentures of the Company at least 21 days before the meeting.

AUDIT

Appointment of Auditors

42. (a) Auditors shall be appointed by the governors at the Annual General Meeting and their duties regulated in accordance with the Act.
- (b) At least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act.

INVESTMENT MANAGERS

Appointment of Investment Managers

43. The Governors may appoint as the investment manager for the Company any person whom they are satisfied after enquiry is a proper and competent person to act in that capacity and who is either:
- (a) an individual of repute with at least 15 years experience of investment management and who is an authorised person within the meaning of the Financial Services Act 1986; or
- (b) a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services Act 1986 otherwise than by virtue of section 45(1)(J) of that Act as amended or re-enacted from time to time.

Powers of Investment Managers

44. The Governors may delegate to investment managers so appointed at the discretion of the Governors the power to buy and sell investments for the Company on behalf of the Governors in accordance with the investment policy laid down by the Governors. The Governors may do so only on terms consistent with these Articles.

Delegation by the Board of Governors

45. When the Governors make any delegation under Article 44 they shall:
- (a) inform the investment manager in writing of the extent of the Company's investment powers;
- (b) lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
- (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- (d) ensure that it is kept informed and review on a regular basis the performance of the investment portfolio managed by the investment manager under his delegated authority;
- (e) take all reasonable care to ensure that the investment manager

		complies with the terms of the delegated authority; and
		(f) review the appointment at such intervals not exceeding 24 months as they think fit.
Terms of Delegation	46.	<p>Any delegation by the Governors under Article 44 shall be on the terms that:</p> <p>(a) the investment manager shall comply with the terms of his delegated authority;</p> <p>(b) the investment manager shall not do anything which the Governors do not have the power to do;</p> <p>(c) the Governors may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of these Articles; and</p> <p>(d) the investment manager shall report in the manner directed by the Governors all sales and purchases of investments made on its behalf.</p>
Nominee	47.	<p>The Governors may make such arrangements as they think fit for any investments by the Company of income from those investments to be held by a corporate body as the nominee of the Governors. The Governors may pay reasonable and proper remuneration to any corporate body acting as the Governors nominee in pursuance of this clause.</p>
		INDEMNITY
Indemnity of Officers	48.	<p>Subject to the provisions of the Act and the Charities Act every Governor, Auditor, Clerk or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution or the discharge of his duties.</p>
Insurance	49.	<p>The Governors shall have the power to purchase and maintain for any Governor such insurance as is permitted by the provisions of the Appendix to the Memorandum of Association of the Company.</p>
		DISSOLUTION
Cy Pres	50.	<p>Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.</p>

APPENDIX

(Proxy Vote)
SHERBORNE SCHOOL

I or We (name)
of (address)

hereby appoint the Chairman of the meeting
to vote for me and on my behalf at the meeting to be held on the day of
20
and at every 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

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

Signed this day of 20 .

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Signature of Subscriber:

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Signature of Subscriber:

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address: