

WARWICK INDEPENDENT SCHOOLS FOUNDATION



Warwick
Preparatory
School



King's
High
WARWICK



Warwick
School

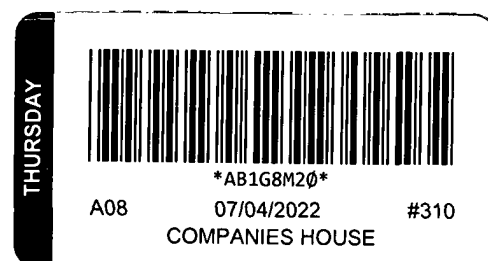
Warwick Independent Schools Foundation

Articles of Association

Adopted by a special resolution dated 1 April 2022

Company number 4252305

Charity number 1088057



Myton Road, Warwick, CV34 6PP
Tel: 01926 735400 Fax: 01926 735406 Email: governors@warwickschools.co.uk

Warwick Independent Schools Foundation, company number 4252305, is Limited by Guarantee and Registered in England.
It is also a registered Charity, number 1088057. Registered Office: Warwick School, Myton Road, Warwick, CV34 4PP

The Companies Acts 1985 to 2006

Company not having a share capital

Articles of Association

Adopted by a special resolution dated 1 April 2022 of

Warwick Independent Schools Foundation

1 Name

The name of the company is Warwick Independent Schools Foundation (the "**Charity**").

2 Registered office

The registered office of the Charity is in England and Wales.

3 Objects

The objects of the Charity (the "**Objects**") are to advance education by carrying on in or near Warwick, day and boarding schools for boys and girls.

4 Powers

The Charity has the power to do anything within the law which may promote or may help to promote the Objects or any of them including (but without limitation) the power:

- 4.1 To carry on the Schools in pursuance of the Objects under the names of Warwick School, King's High School for Girls, Warwick and Warwick Preparatory School or such other names as the Board of Governors may decide from time to time and to promote education and training.
- 4.2 To make grants, awards, prizes or donations, including but not limited to:
 - 4.2.1 bursaries, scholarships, grants, awards, prizes and other benefactions tenable at the School;
 - 4.2.2 grants to enable participation in ex-curricular activities undertaken for educational purposes; and
 - 4.2.3 leaving exhibitions tenable at any university or other institution of higher or further education (including professional or technical education).
- 4.3 To set aside at least such percentage as agreed from time to time between the Governors and the Charity Commission of the residue of the income the Charity receives in each financial year from The King Henry VIII Endowed Trust, Warwick (Charity No. 232862) and The Charity of Sir Thomas White, Warwick (Charity No. 1073331) to be used for the provision of such free and assisted places in the Schools for the benefit of pupils who are in need of financial assistance as the Governors shall determine from time to time.
- 4.4 Subject to Article 12, to employ paid or unpaid agents, staff or advisers (and to terminate any such employment).

- 4.5 To construct, maintain, equip and alter buildings in order to provide a school or schools and other facilities including facilities for study, research, recreational sports and also performance of artistic and cultural activities of every description.
- 4.6 To hold classes, seminars, conferences, lectures, tours and courses.
- 4.7 To co-operate with and to enter into joint ventures, collaborations and partnerships with charitable and non-charitable bodies.
- 4.8 To support, administer or set up charities and to establish and act as trustee of any charitable funds, endowments or trusts.
- 4.9 To affiliate with and where appropriate merge with any charity having similar objects to the Objects.
- 4.10 To establish, support or acquire subsidiary companies.
- 4.11 To raise funds and to solicit and accept grants, donations, endowments, gifts, legacies and bequests of assets on any terms.
- 4.12 To borrow money, including entering into any derivative arrangement relating to that borrowing provided that the derivative arrangement is an integral part of managing the Charity's debt and not a speculative venture.
- 4.13 To give security for loans, grants and other obligations over the assets of the Charity (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.14 To acquire, rent or hire property of any kind.
- 4.15 To sell, let, license, mortgage or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.16 To make loans of money and give credit and to give guarantees or security for the performance of any obligations by any person or company.
- 4.17 To set aside funds for special purposes or as reserves against future expenditure, but only in accordance with a written policy on reserves.
- 4.18 To open and operate bank accounts and banking facilities
- 4.19 To deposit or invest funds in any manner (but to invest only after taking such advice as the Board of Governors considers is reasonably necessary from such person as is reasonably believed by the Governors to be qualified to give it by his or her ability in and practical experience of financial and other relevant matters).
- 4.20 To enter into any derivative arrangement in connection with any investment provided that the derivative arrangement is ancillary to the investment (being entered into in order to manage the risk and/or transaction costs associated with the investment) and is not a speculative venture.
- 4.21 To delegate the management of investments to any person provided that:
 - 4.21.1 the delegate is authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000;
 - 4.21.2 the investment policy is set out in writing by the Board of Governors;

- 4.21.3 the performance of the investments is reviewed regularly with the Board of Governors;
- 4.21.4 the investment policy and the delegation arrangements are reviewed at least once a year;
- 4.21.5 all payments due to the delegate are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Governors on receipt by the delegate; and
- 4.21.6 the delegate must not do anything outside the powers of the Governors.
- 4.22 To arrange for the investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governors or of any person to whom the management of investments is delegated and to pay any reasonable fee required.
- 4.23 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.24 To take out indemnity insurance to insure the Governors against the costs of a successful defence to criminal proceedings brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be in breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless in relation to whether, the act or omission was a breach of trust or breach of duty.
- 4.25 To enter into any contract or agreement (including a contract to provide services to or on behalf of other bodies, a finance lease, a licence or a sponsorship agreement).
- 4.26 To provide advice, to publish or distribute information in any form, to promote or carry out research and to disseminate such research.
- 4.27 To do all such other things permitted by law as are incidental or conducive to the attainment of the Objects.

5 Limited liability

- 5.1 The liability of the Members is limited to £10, being the amount each Member undertakes to contribute to the Charity's assets if the Charity shall 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.

6 Membership

- 6.1 The number of Members shall be not less than ten, and not more than twenty.
- 6.2 The Charity must maintain a register of Members.
- 6.3 The Members are the persons who are appointed and hold office as Governors for the time being under these Articles and no person shall be admitted as a Member other than a Governor. A person shall automatically cease to be a Member when he or she ceases to be a Governor and the Secretary shall at any time remove his or her name from the Register of Members. No person may withdraw from membership except on ceasing to be a Governor. Membership is not transferable.

7 General meetings

- 7.1 Members are entitled to attend general meetings either personally or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed. 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.
- 7.2 A general meeting may be called at any time by the Governors and must be called in accordance with the terms of the Act within 21 days of a written request from the Members made in accordance with the provisions of the Act.

Quorum

- 7.3 There is a quorum at a general meeting if one-third of Members entitled to attend and vote at that meeting are present in person or by proxy. A Member shall not be counted in the quorum on any matter on which he or she is not entitled to vote.
- 7.4 If within 15 minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned to such other day and at such time as the Board may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.

Chair

- 7.5 The chair of a General Meeting shall be:
- 7.5.1 the Chairman of the Board of Governors; or
- 7.5.2 if he or she is not present within 15 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, the Vice-Chairman of the Board of Governors; or
- 7.5.3 if he or she too is not present within 15 minutes after the time appointed for it to start or is unwilling to preside or has an Interest in a matter to be decided, a Member chosen by the Members present to chair the meeting.

Voting

- 7.6 A resolution put to the vote of a meeting will be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the chair, by at least five Members present in person or by proxy.
- 7.7 Unless a poll is duly demanded, a declaration by the chair that a resolution has been 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.
- 7.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 7.9 A poll shall be taken as the chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 7.10 A poll demanded on the election of a chair or on a question of adjournment will be taken forthwith. A poll demanded on any other question will be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting will continue as if the demand had never been made.
- 7.11 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given, specifying the time and place at which the poll is to be taken.
- 7.12 On a show of hands or a poll, every Member present in person or by proxy shall have one vote. The exception is the chair of the meeting who, in the event of an equality of votes, has a second or casting vote.
- 7.13 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

Proxy notices

- 7.14 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 7.14.1 states the name and address of the Member appointing the proxy;
 - 7.14.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 7.14.3 is signed by or on behalf of the Member appointing the proxy or is authenticated in such manner as the directors may determine; and
 - 7.14.4 is delivered to the Charity in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 7.15 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 7.16 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 7.17 Unless a proxy notice indicates otherwise, it must be treated as:
- 7.17.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 7.17.2 by appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as to the meeting itself.
- 7.18 A person who is entitled to speak, attend or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

- 7.19 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 7.20 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 7.21 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions of Members

- 7.22 The Charity may pass a resolution in writing provided the requisite number of Members have consented to the resolution and such resolution will be effective as if it were passed at a general meeting duly convened and held where the Members would have been entitled to vote.
- 7.23 The requisite number of Members to pass a written resolution is:
- 7.23.1 in the case of an ordinary resolution, a simple majority of the total voting right of Members; and
- 7.23.2 in the case of a special resolution, a majority of not less than 75% of the total voting rights of Members.

8 The Governors

- 8.1 The Governors are the company directors and charity trustees of the Charity and have control of the Charity and its property and funds.
- 8.2 The Board of Governors shall be composed of no fewer than ten and not more than twenty competent persons being:
- 8.2.1 two ex-officio Governors;
- 8.2.2 seven nominated Governors; and
- 8.2.3 up to eleven co-opted Governors.
- 8.3 On appointment as a Governor, a Governor shall automatically become a Member of the Charity.
- 8.4 From the adoption of these Articles, the existing Governors shall continue to hold office on their existing terms.
- 8.5 Co-opted Governors shall be appointed to the Board by resolution of the Board. The Governors may from time to time at their discretion determine any criteria for appointment as a co-opted Governor.
- 8.6 The ex-officio Governors shall be the Lord Lieutenant of Warwickshire and the Mayor of Warwick for the time being. If unwilling to act and before accepting appointment as Governors, the Lord Lieutenant of Warwickshire and/or the Mayor of Warwick may recommend some other person to act as Governor in his or her place whilst he or she holds office as the Lord Lieutenant of Warwickshire or the Mayor of Warwick.

- 8.7 The following persons or bodies shall each have the right to nominate one Governor, whose appointment shall, subject as below, be confirmed by the Board of Governors:
- 8.7.1 The King Henry VIII Endowed Trust, Warwick (Charity No. 232862);
 - 8.7.2 The Charity of Sir Thomas White, Warwick (Charity No. 1073331);
 - 8.7.3 Warwick Town Council;
 - 8.7.4 The Council of the University of Warwick;
 - 8.7.5 The teachers on the permanent staff of Warwick School;
 - 8.7.6 The teachers on the permanent staff of King's High School for Girls, Warwick; and
 - 8.7.7 The teachers on the permanent staff of Warwick Preparatory School.
- 8.8 In relation to the appointment of nominated Governors:
- 8.8.1 the Secretary shall, at least eight weeks before the date of the expiry of the term of office of a nominated Governor, give notice of the expiry of that term to the person or persons entitled to appoint a person to that office;
 - 8.8.2 the Board of Governors or a committee established by Article 11.2 shall be entitled, without stating reasons, to disapprove a nomination, to request the nomination of two alternative individuals together with such relevant information about those individuals as may be reasonably required and shall thereupon confirm one of the alternatives proposed;
 - 8.8.3 the person appointed as a nominated Governor may be, but need not be, a member of a nominating body; and
 - 8.8.4 a nominated Governor shall act as such in his or her own right and not as the delegate of the appointing body.
- 8.9 Every Governor shall sign a written consent to become a Governor and a Member and shall make disclosures for the purpose of all safeguarding checks and registrations that may be required by law for school governors, from time to time.
- 8.10 No person shall take office as a Governor:
- 8.10.1 unless he or she is a natural person, and not a body corporate;
 - 8.10.2 unless he or she is aged 18 or over.;
 - 8.10.3 if he or she is employed by the Charity; or
 - 8.10.4 in circumstances such that, had he already been a Governor, he or she would cease to hold office under the provisions of Article 8.14.

But a person may be a Governor notwithstanding that he or she is in receipt of a Benefit granted in accordance with the provisions of these Articles.

Term of Office

8.11 Subject to Articles 8.12 and 8.13, the normal term of office for a Governor shall be:

8.11.1 for an ex-officio Governor - while he or she holds office; and

8.11.2 for nominated or co-opted Governors - four years,

provided that the Governors may determine that the Governor shall in fact retire at the end of a meeting of the Board of Governors held within six months of the end of the Governor's term of office.

8.12 After a Governor has served three terms in office, he or she shall not be eligible for re-election, except where a 75% majority of the Board considers that it would be in the best interests of the Charity for a Governor to be eligible for re-election on his or her retirement for a further term of up to four years and provided that such decision must take place at a meeting of the Board which has been called on at least twenty-one clear days' notice. This does not preclude Governors who have retired prior to completing three terms of office from returning at a later date to complete their maximum length of service up to a total of 12 years.

8.13 A Governor's term of office automatically terminates if he or she:

8.13.1 is disqualified under the Charities Act 2011 from acting as a charity trustee;

8.13.2 is, in the opinion of the Governors, unable properly to fulfil his or her duties by reason of illness, disability or infirmity and the Governors resolve that his or her office be vacated;

8.13.3 is absent from three consecutive meetings of the Governors without the consent of the Chairman appointed by the Board pursuant to Article 10.1.2 or the Chairman of the relevant Committee of the Governors and the Board of Governors resolves that his or her office be vacated;

8.13.4 is removed as a Governor by the Members pursuant to the Act;

8.13.5 resigns by written notice to the Governors (but only if at least ten Governors will remain in office);

8.13.6 becomes bankrupt, has an interim receiving order made against him or her, makes any arrangement or compounds with his or her creditors generally or applies to the Court for an interim order in respect of a voluntary arrangement;

8.13.7 is convicted of an offence and the Governors shall resolve that it is undesirable in the interests of the Charity that he or she remains a Governor of the Charity;

8.13.8 is at any time included in any list of persons considered to be unsuitable to have access to children, young persons or vulnerable adults and the Board of Governors resolves that his or her office be vacated;

- 8.13.9 is disqualified in accordance with any rules made by the Board of Governors for the purpose of disqualifying a person from holding office as a Governor in circumstances considered by the Board of Governors to be material;
 - 8.13.10 with the exception of the ex-officio Governors, turns 75 during a term of office; or
 - 8.13.11 is removed by unanimous resolution of the other Governors.
- 8.14 A technical defect in the appointment of a Governor of which the Board of Governors is unaware at the time does not invalidate decisions taken at a meeting of the Board.

9 Proceedings of the Board

- 9.1 The Governors must hold at least two meetings of the Board each academic year. Any Governor may call a meeting of the Board by giving notice of the meeting to the Governors or by authorising the Secretary to give such notice provided that:
- 9.1.1 such notice must indicate the proposed date, time and location of the meeting and, if it is anticipated that Governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
 - 9.1.2 such notice must be given to each Governor, but need not be in writing; and
 - 9.1.3 such notice need not be given to Governors who waive their entitlement to notice of that meeting by giving notice to that effect to the Charity not more than seven days after the date on which the meeting is held (and where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it).
- 9.2 The Board may invite persons who are not Governors (including but not limited to a member of a committee, the Heads, the Foundation Secretary, any employee, any Pupil or Parent, any professional adviser, any expert of any kind or any person who may be disqualified from being a Governor under these Articles) to attend the whole or part of any meeting.
- 9.3 The quorum necessary at a meeting of the Board shall be determined by the Board and unless and until otherwise determined shall be one-third of the total number of Governors. If the total number of Governors for the time being is less than the minimum number or the quorum required, the Governors must not take any decision other than a decision to:
- 9.3.1 call a meeting to enable the Governors to co-opt further Governors;
 - 9.3.2 convene a general meeting and propose resolutions to be considered at such a meeting; or
 - 9.3.3 preserve the assets of the Charity and the maintenance of the School as a going concern.
- 9.4 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Governors in which all Governors may communicate with all the other Governors. If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 9.5 The Chairman or (if the Chairman is unable or unwilling to do so) some other Governor chosen by the Governors present will preside as chair at each meeting.

- 9.6 Every decision of the Governors shall be by a simple majority of the votes cast at a meeting but a written resolution signed (or agreed to in writing) by all of the Governors who would have been entitled to vote on the matter had it been proposed as a resolution at a Governors' meeting and would have formed a quorum at such a meeting is as valid as a resolution passed at a meeting (and for this purpose the resolution or agreement in writing may be contained in more than one document).
- 9.7 Every Governor has one vote on each issue except for the chair of the meeting, who in the event of an equality of votes has a second or casting vote (unless the chair of the meeting is in accordance with these Articles not to be counted as participating in the decision-making process for quorum or voting purposes).
- 9.8 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.

10 Powers of Governors

- 10.1 The Governors have the following powers in the administration of the Charity:
- 10.1.1 at their absolute discretion, to appoint (and remove) any person (who may also be a Governor) or corporate entity to act as Secretary to the Charity in accordance with the Act;
 - 10.1.2 to appoint (and remove) a Chairman and Vice Chairman from among their number to hold office for such term as the Board of Governors see fit;
 - 10.1.3 to appoint a Treasurer, Patron and other honorary officers for such term as the Board of Governors see fit;
 - 10.1.4 to appoint (and remove) a Clerk to the Governors for such term and remuneration as the Governors see fit provided that such Clerk shall not be a Governor;
 - 10.1.5 to appoint (and remove) an assistant or deputy Clerk to the Governors to act in the absence of the Clerk to the Governors for such term and remuneration as the Governors see fit provided that such assistant or deputy Clerk shall not be a Governor;
 - 10.1.6 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;
 - 10.1.7 to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
 - 10.1.8 to make regulations consistent with these Articles and the Act to govern the administration of the Charity; and
 - 10.1.9 to exercise any powers of the Charity which are not reserved to the Members in a general meeting.
- 10.2 The Board of Governors may, by a simple majority resolution, change the name of the Charity and/or the Schools.

11 Delegation

- 11.1 Subject to these Articles, the Board of Governors may delegate any of the powers conferred on it by these Articles to such person, by such means, to such an extent, in relation to such matters and on such terms of reference as the Board of Governors thinks fit and, if the Board so specifies, any such delegation may authorise further delegation of the Governors' powers by any person to whom such powers are delegated.
- 11.2 The Board may also delegate to any committee consisting of two or more individuals appointed by the Board any of its functions (including any powers or discretions) for such time and on such terms of reference as it thinks fit (including any requirement that a resolution of the committee shall not be effective unless a majority of those present when it is passed are Governors or it is ratified by the Board) provided that:
- 11.2.1 all proceedings of every committee must be reported promptly to the Governors; and
- 11.2.2 every committee must act in accordance with the terms of reference on which any function is delegated to it (but, subject to that, the proceedings of the committee will be governed by such of these Articles as regulate the proceedings of the Board so far as they are capable of applying except that unless otherwise stated the quorum for a Committee meeting shall be not less than two Governors).
- 11.3 The Board may, at any time, revoke any delegation in whole or part or alter its terms.

12 Benefits to Governors

- 12.1 The income and property of the Charity must only be applied to promote the Objects and no part of that income or property may be paid, transferred or applied by way of Benefit to any Governor (either in his capacity as a Member or as a director and charity trustee of the Charity) except:
- 12.1.1 reasonable and proper premiums in respect of indemnity insurance provided in accordance with these Articles;
- 12.1.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) properly incurred in the management and administration of the Charity;
- 12.1.3 an indemnity in accordance with these Articles;
- 12.1.4 payment to any company in which a Governor has no more than a 1% shareholding; and
- 12.1.5 other payments or benefits permitted by law or with the prior consent of the Commission;
- provided that the Governors must comply with the provisions of Articles 13, 14 and 15 (declaration of Interests and authorisation of Conflicts of Interest) in relation to any Benefit provided by the Charity to any Governor pursuant to this Article.
- 12.2 The income and property of the Charity must only be applied to promote the Objects and no part of that income or property may be paid, transferred or applied by way of Benefit to any Governor (either in his capacity as a Member or as a director and charity trustee of the Charity) except:
- 12.2.1 interest at a reasonable rate on money lent to the Charity;
- 12.2.2 a reasonable rent or hiring fee for property let or hired to the Charity;

12.2.3 any Benefit provided to a Governor in his or her capacity as a beneficiary of the Charity, including:

- (a) the provision of education to any Pupil who is connected to a Governor on the same terms as any other Pupil who is not so connected; and
- (b) any payment or remission under a scholarship, exhibition, bursary, grant, prize or assisted place awarded to any Pupil who is connected to a Governor provided that the award is based upon a competitive assessment merit and/or financial resources; and

12.2.4 in respect of the provision of goods or services in accordance with Article 12.3;

provided that the Governors must comply with the provisions of Articles 13, 14 and 15 (declaration of Interests and authorisation of Conflicts of Interest) in relation to any Benefit provided by the Charity to any Governor pursuant to this Article.

12.3 Any Governor may enter into a written contract with the Charity to supply goods or services to the Charity in return for a Benefit but only if:

- 12.3.1 the goods or services are actually required by the Charity;
- 12.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services supplied;
- 12.3.3 the Governor has declared his or her Interest in accordance with Article 13 and the Governors have complied with the procedure in Article 15.3;
- 12.3.4 no more than half of the Governors are subject to or affected by such a contract in any financial year (and this provision will apply to a Governor if this Article 12.3 applies to a person who is Connected to that Governor);
- 12.3.5 the services supplied are not services supplied by the Governors in his or her capacity as a Governor; and
- 12.3.6 the services supplied are not services supplied by the Governor under a contract of employment;

provided that the Governors must comply with the provisions of Articles 13, 14 and 15 (declaration of Interests and authorisation of Conflicts of Interest) in relation to any Benefit provided by the Charity to any Governor pursuant to this Article.

12.4 A Governor shall not receive a Benefit from any Subsidiary Company except in accordance with Articles 12.1 and 12.2 (which apply as if references to the Charity were references to the Subsidiary Company and references to the Articles were to the articles of association of the Subsidiary Company).

12.5 For the avoidance of doubt, nothing in this Article 12 shall prevent the Charity from making any payment or giving any other Benefit in furtherance of the Objects to another charity of which the Governor is a charity trustee or member provided that it does not confer any Benefit on the Governor.

12.6 In this Article, references to a Governor include references to any person who is Connected to that Governor.

12.7 This Article may not be amended without prior written consent of the Commission.

13 Declaration of interests

- 13.1 Every Governor has a duty to declare to the Board of Governors the nature and extent of any Interest which he or she (or any Connected Person) has in any proposed or existing transaction or arrangement with the Charity or any situation or matter in relation to the Charity that is, or possibly may be, a Conflict of Interest.
- 13.2 In the case of any proposed transaction or arrangement with the Charity in which a Governor (or any Connected Person) is interested, he or she must declare the nature and extent of the Interest to the Board of Governors before the Charity enters into the transaction or arrangement.
- 13.3 In the case of any existing transaction or arrangement that has been entered into by the Charity or any situation or matter in relation to the Charity in which a Governor (or any Connected Person) is Interested, he or she must declare the nature and extent of the Interest to the Board of Governors as soon as is reasonably practicable.
- 13.4 Any declaration must be made in accordance with the provisions of the Act:
 - 13.4.1 at a meeting of the Board of Governors; or
 - 13.4.2 by notice in writing to the Board of Governors; or
 - 13.4.3 by general notice to the Board of Governors.
- 13.5 A Governor is not required to declare an Interest:
 - 13.5.1 where the Governor is not aware of the Interest (but the Governor is treated as being aware of matters of which he or she ought reasonably to be aware); or
 - 13.5.2 where the Governor is not aware of the transaction or arrangement or situation or matter (but the Governor is treated as being aware of matters of which he or she ought reasonably to be aware); or
 - 13.5.3 if, or to the extent that, the other Governors are already aware of the Interest (or ought reasonably to be aware of the Interest).
- 13.6 The Charity will maintain a register of all of the Interests declared by the Governors in accordance with this Article. The Governors may prepare (and from time to time review) a policy in relation to the declaration and management of Conflicts of Interest.

14 Conflicts of Interest

- 14.1 Subject to Articles 14.2 and 15 a Governor has a duty under the Act to avoid a situation or matter (including a transaction or arrangement with the Charity) in which he or she has, or can have, a Conflict of Interest. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the Charity could take advantage of the property, information or opportunity).
- 14.2 Pursuant to section 181(3) of the Companies Act 2006, the duty referred to in Article 14.1 does not apply to a Conflict of Interest arising in relation to any situation or matter or any transaction or arrangement between the Charity and any Governor which is mentioned in Article 12.1 of these Articles.

15 Authorisation of Conflicts of Interest

- 15.1** The Board of Governors may authorise a transaction or arrangement or situation or matter in which a Governor (or any person Connected to that Governor) has, or may have, a Conflict of Interest provided that:
- 15.1.1** the Conflict of Interest will not confer a Benefit on the Governor or any Connected Person at the expense of the Charity to an extent greater than that permitted by Article 12 of these Articles;
 - 15.1.2** the Governors act in what they consider to be the best interests of the Charity; and
 - 15.1.3** the Governors comply with the procedures set out in this Article 15.
- 15.2** Whenever the Board of Governors must decide whether to give the authorisation in accordance with Article 15.1 the Governor concerned must:
- 15.2.1** declare the nature and extent of his or her Interest at the beginning of any meeting at which the authorisation is to be discussed (or, at the latest, before such discussion begins);
 - 15.2.2** withdraw from that part of the meeting at which the authorisation is to be discussed unless expressly invited to remain in order to provide information;
 - 15.2.3** not be counted in the quorum for that part of the meeting during which the authorisation is discussed;
 - 15.2.4** withdraw during the vote and have no vote on the authorisation for that part of the meeting; and
 - 15.2.5** not sign any written resolution in relation to the authorisation (except where required to do so to confirm a resolution of the other Governors).
- 15.3** The Governors may also exclude the relevant Governor from the receipt of information in relation to the relevant transaction, arrangement, situation or matter.
- 15.4** In giving any authorisation in accordance with Article 15.1 in relation to any transaction or arrangement or situation or matter in which a Governor (or any person Connected to that Governor) has, or may have, a Conflict of Interest and which will or may confer a Benefit on that Governor (or Connected Person), the Board of Governors must provide that the Governor concerned will:
- 15.4.1** declare the nature and extent of his or her Interest at the beginning of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed (or, at the latest, before such discussion begins);
 - 15.4.2** withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
 - 15.4.3** not be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed;
 - 15.4.4** withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting; and

- 15.4.5 not sign any written resolution in relation to the relevant transaction or arrangement or situation or matter (except where required to do so to confirm a resolution of the other Governors).
- 15.5 The Governors may also exclude the Governor concerned from the receipt of information in relation to the relevant transaction, arrangement, situation or matter.
- 15.6 In giving the authorisation under Article 15.1 in relation to a transaction or arrangement or situation or matter in which a Governor (or any person Connected to a Governor) has, or may have, a Conflict of Interest which will not confer a Benefit on that Governor (or Connected Person), the Board of Governors may (subject to such terms as they may impose from time to time and to their right to vary or terminate such authorisation) determine the manner in which they may be dealt with and, in doing so, the Governors must consider:
 - 15.6.1 whether the nature and extent of the interest in the relevant transaction or arrangement or situation or matter is reasonably likely to give rise to a Conflict of Interest;
 - 15.6.2 whether or not the Governor should withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;
 - 15.6.3 whether or not the Governors concerned should be excluded from the receipt of information in relation to the relevant transaction, arrangement, situation or matter;
 - 15.6.4 whether or not the Governor should be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed; and
 - 15.6.5 whether or not the Governor should withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting.
- 15.7 Notwithstanding Article 15.3, the Board of Governors may authorise a Conflict of Interest under Article 15.1 and apply the procedure in Article 15.5 to any transaction, arrangement, situation or matter where:
 - 15.7.1 the Conflict of Interest arises solely as a consequence of any Pupil being Connected to a Governor; and
 - 15.7.2 the transaction, arrangement, situation, or matter will or may affect the provision of education to Pupils generally.

16 Records and accounts

- 16.1 The Board of Governors must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 16.1.1 annual reports;
 - 16.1.2 annual returns; and
 - 16.1.3 annual statements of account.

- 16.2 The Board of Governors must keep proper records of:
- 16.2.1 all proceedings at general meetings;
 - 16.2.2 all proceedings at meetings of the Board of Governors (including a record of all unanimous or majority decisions taken by the Governors for at least 10 years from the date of the decision recorded);
 - 16.2.3 all reports of committees; and
 - 16.2.4 all professional advice obtained.
- 16.3 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours.
- 16.4 A copy of the Charity's latest available statement of account must be supplied on request to any Governor, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months of such request.

17 Notices

- 17.1 Notices, documents, resolutions or information under these Articles may be sent or supplied to Governors by hand, or by post or by suitable electronic means.
- 17.2 The Charity may deliver a notice or other document to a Member by:
- 17.2.1 delivering it personally to the Member;
 - 17.2.2 post or hand delivery to the Member's address shown in the register of Members;
 - 17.2.3 electronic mail to an address notified by the Member in writing; or
 - 17.2.4 by means of a website in accordance with Articles 17.3 and 17.4.
- 17.3 Notices, resolutions, documents or information may be sent or supplied to Members by means of a website provided that a Member has consented to receive notices, resolutions, documents or information in that way. A Member will be deemed to have agreed to receive notices, resolutions, documents and information in this way where he or she has been asked individually by the Charity to agree to receive notices, resolutions, documents and information through a website and the Charity has not received a response within the period of 28 days beginning with the date on which the Charity's request was sent. A Member is not taken to have so agreed if the Charity's request did not state clearly what the effect of a failure to respond would be, or was sent less than 12 months after a previous request was made.
- 17.4 Where any notice, resolution, document or other information is to be sent or supplied by means of a website, a Member shall be notified in accordance with Articles 17.2.1, 17.2.2 or 17.2.3 of:
- 17.4.1 its presence on the website;
 - 17.4.2 the address of the website;
 - 17.4.3 the place on the website where it may be accessed; and
 - 17.4.4 how to access it.

- 17.5 Any notice, resolution, document or other information sent or supplied by means of a website shall be deemed to have been received by the Member when the notice, resolution, document or other information is first made available on the website or, if later, when the Member is deemed to have received the notification given under Article 17.4 in accordance with the relevant provisions of 17.6.
- 17.6 Subject to Article 17.5, any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 17.6.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 17.6.2 two clear days after being sent by first class post to that address;
 - 17.6.3 three clear days after being sent by second class or overseas post to that address;
 - 17.6.4 on being handed to the Member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier
 - 17.6.5 as soon as the Member acknowledges actual receipt.
- 17.7 A technical defect in the giving of notice of a meeting of which the Governors are unaware at the time does not invalidate decisions taken at that meeting.

18 Indemnity

The Charity may indemnify any Governor against any liability incurred by him or her in that capacity, to the extent permitted by the Act.

19 Dissolution

- 19.1 If upon the winding up or dissolution of the Charity 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 Charity, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the Objects of the Charity.

20 Model Articles

The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Charity.

21 Interpretation

- 21.1 In these Articles:

the Act: means the Companies Act 2006 and any provisions of the Companies Act 1985 for the time being in force

these Articles: means these articles of association

Benefit: means any payment of money or the provision or other application of any other direct or indirect benefit in money or money's worth

Board: means the board of governors of the Charity

Board or Board of Governors: means the Board of Governors of the Charity who are the company directors and charity trustees of the Charity (and **Governor** means any one of them)

Chairman: means the chair of the Board appointed in accordance with Article 10.1.2.

the Charity: means the company governed by these Articles.

charity trustee: has the meaning prescribed by section 177 of the Charities Act 2011.

clear day: means 24 hours from midnight following the relevant event.

the Commission: means the Charity Commission for England and Wales.

Conflict of Interest: means any Interest of a Governor (or any person Connected to a Governor) that conflicts, or may conflict, with the interests of the Charity and includes a conflict of interest and duty and a conflict of duties.

Connected Person: means any person falling within one of the following categories:

- (a) any spouse or civil partner of a Governor;
- (b) any parent, child, brother, sister, grandparent or grandchild of a Governor who is financially dependent on such Governor or Member or on whom the Governor is financially dependent;
- (c) the spouse or civil partner of any person in (b);
- (d) any other person in a relationship with a Governor which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- (e) any company, LLP or partnership of which a Governor is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and

any person who is a Connected Person in relation to any Governor is referred to in these Articles as **Connected** to that Governor.

Interest: means any direct or indirect interest (and includes any interest a Governor or any person Connected to a Governor may have as a consequence of any duty he or she may owe to any other person) and where a Governor (or any person Connected to a Governor) has any such interest in any matter or situation or transaction or arrangement the Governor is **Interested** in it.

Member and **Membership** refer to the members of the Charity for the purposes of, and as defined by, the Act and their membership of the Charity.

Memorandum: means the Charity's memorandum of association.

month: means calendar month.

Parent: means the parent or, as the case may be, legal guardian of a Pupil.

Pupil: means a pupil at the School.

Schools: means Warwick School, King's High School for Girls, Warwick and Warwick Preparatory School and any other schools from time to time carried on by the Charity.

Secretary: means the secretary of the Charity or if no secretary has been appointed, the person to carry out the duties of the secretary of the Charity.

Subsidiary Company: means any company in which the Charity holds:

- (a) more than 50% of the shares; or
- (b) more than 50% of the voting rights attached to the shares; or
- (c) the right to appoint one or more of the directors

written or in writing: refers to a legible document on paper (including a fax message) or in electronic form (including an e-mail).

year: means calendar year.

21.2 Expressions defined in the Act have the same meaning.

21.3 References to an Act of Parliament are to the relevant Act as amended or re-enacted from time to time and to any subordinate legislation made under it.