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The Memorandum & Articles of Association include the Amendment by a Special Resolution dated the 20 June 2003 by which Powers of Guarantee were inserted into paragraph 4.10.

Certified a true copy of the Memorandum & Articles of Association, with the amendments made on or before 20 June 2003.

Signed  Dated 1st July 2003
C P Bilson (Company Secretary)

The Companies Acts 1985 and 1989
Company limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF REPTON PREPARATORY SCHOOL

1. The Company's name is **REPTON PREPARATORY SCHOOL** (and in this document it is called "the Charity")

2. The Charity's registered office is to be situated in England and Wales

3. The Charity's objects ("the Objects") are for such charitable purposes as the Governors shall from time to time decide and in particular (but without prejudice to the generality of the foregoing) :

3.1 to further the education (including social and physical training) of children and young persons

3.2 to apply (if the Governors so decide) a yearly sum of not less than £500 out of the income of the Charity in the promotion of education, including social and physical training, of children or young persons resident in the Parishes of Repton or Etwall

PROVIDED THAT (unless the Governors from time to time consider it inexpedient in the light of the Charity's financial position) the Charity shall apply a sum equal to at least 2% of the total amount of fees paid in the year by or in respect of pupils in assisting with the payment of tuition and other fees of pupils who need financial assistance to enable them to attend the Charity's Schools

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers :

4.1 to draw make accept endorse execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Charity

4.2a to raise funds and to invite and receive contributions PROVIDED THAT in raising funds the Charity conform to any relevant statutory regulations

4.2b to raise funds by appealing for and inviting contributions (whether periodical or otherwise) from any person by way of donation covenant grant loan legacy or subscription and to accept donations on any special trusts in connection with the Charity

PROVIDED THAT the Charity shall not pursuant to the powers contained in these sub-clauses 4.2a & 4.2b undertake any permanent trading activity save in carrying out the objects of the Charity



- 4.3 to acquire alter improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property
- 4.4 subject to clause 5 below, to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the Governors"), as are necessary or expedient for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants
- 4.5 to establish or support any charitable trusts associations or institutions formed for all or any of the Objects
- 4.6 to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them
- 4.7 to pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity
- 4.8 to do all such other lawful things as are necessary or expedient for the achievement of the Objects
- 4.9 to provide indemnity insurance to cover the liability of the Governors 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 knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard whether it was a breach of trust or breach of duty or not PROVIDED ALSO THAT any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Trustees of the Charity
- 4.10 to borrow money and to charge the property of the Charity as security for any loan or to give guarantees to a Lender in respect of any lending in furtherance of the objects of the Charity (the Governors must comply with the restrictions on mortgaging imposed by section 38 of the Charities Act 1993)
- 4.11 to operate in such premises in or near Repton or elsewhere as the Governors think appropriate a day and boarding school or a day or boarding school (or more than one school) for boy and/or girl pupils aged not more than 21 years
- 4.12 to assist with the payment of tuition and other fees of pupils who need financial assistance to enable them to attend the Charity's Schools
- 4.13 to award scholarships tenable at the Charity's Schools to pupils selected on grounds of academic merit
- 4.14 to provide :
- (a) maintenance allowances for pupils who need financial assistance to meet the whole or part of the cost of clothing, meals, travel or otherwise maintaining them at the Charity's Schools

- (b) allowances for pupils who need financial assistance to meet the whole or part of the cost of extra-curricular activities undertaken for educational purposes
- 4.15 to award during or at the end of any school year leaving exhibitions to pupils leaving the Charity's Schools in that year; the exhibitions shall be tenable for not more than 4 years at any university or other institution or higher or further (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 the Governors
- 4.16 to award to pupils prizes or other suitable rewards or marks of distinction
- 4.17 From time to time to make rules as to the award of 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 the holder failing to maintain a reasonable standard of progress or proficiency
- 4.18 to pay over the Charity's expendable funds to SIR JOHN PORT'S CHARITY or to some other charity or charities having objects similar to the Objects
- 4.19 to adopt a reserves policy in relation to the Charity's expendable funds if the Governors consider this to be in the best interests of the charity such policy in relation to reserves to be based on a reasonable assessment by the Governors of the need for reserves within the Charity whether for the purposes of good financial management or to provide an Extraordinary Repairs Fund and/or a Contingency Fund or otherwise
- 4.20 to invest the Charity's property in the purchase of or at interest on the security of such stocks funds shares securities or other investments or property of whatever nature and, wherever situated as the Governors in their absolute discretion think fit to the intent that the Governors shall have the same full and unrestricted powers of investing and transposing investments as if the Governors were beneficially entitled to the Charity's property
4. 21 to act as a trustee for charitable trusts or charitable unincorporated associations
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Members of the Charity and no Governor shall be appointed to any office paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED that nothing in this document shall prevent any payment in good faith by the Charity :
- 5.1 of the usual professional charges for business done by any Governor who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf PROVIDED that at no time shall a majority of the Governors benefit under this provision and that a Governor shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion
- 5.2 of reasonable and proper remuneration for any services rendered to the Charity by any Member officer or servant of the Charity who is not a Governor
- 5.3 of interest on money lent by any Member of the Charity or Governor at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Governors

5.4 of fees remuneration or other benefit in money or money's worth to any company of which a Governor may also be a member holding not more than 1/100th part of the issued capital of that company

5.5 of reasonable and proper rent for premises demised or let by any Member of the Charity or a Governor

5.6 to any Governor of reasonable out-of-pocket expenses

5.7 of any premium in respect of any indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Charity PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard of whether it was a breach of trust or breach of duty or not AND PROVIDED ALSO that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as directors of the Charity

6. The liability of Members is limited

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

8. If the Charity is wound up or dissolved and after all debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the Members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

We the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association

Signatures, Names and Addresses of Subscribers

Sir James Richard Samuel Morris
Breadsall Manor
Breadsall
Derby DE22 5LL

R Morris
.....
Sir Richard

Roger Anthony Litchfield
The Old Vicarage
Horsley Road
Horsley
Derby DE21 5BR

R A Litchfield
.....
Mr Litchfield

Dated : 5th March 2002

Witness to the above signatures

Alan Passmore

Signature

Name Alan Michael Lamplough Passmore

Address 74 Burton Road
 Repton
 Derbyshire DE65 6FN

Occupation Solicitor

ARTICLES OF ASSOCIATION OF REPTON PREPARATORY SCHOOL

Interpretation

1. In these Articles :

1.1 "the Charity" means the company intended to be regulated by these Articles

1.2 "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

1.3 "the Articles" means these Articles of Association of the Charity

1.4 "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

1.5 "executed" includes any mode of execution

1.6 "the Memorandum" means the memorandum of association of the Charity

1.7 "office" means the registered office of the Charity

1.8 "the seal" means the common seal of the Charity if it has one

1.9 "Secretary" means the secretary of the Charity or any person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary

1.10 "the Governors" means the directors of the Charity (and "Governor" has a corresponding meaning)

1.11 "the United Kingdom" means Great Britain and Northern Ireland

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

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

1.14 "Sir John Port's Charity" means the charity known as Sir John Port's Charity

1.15 "Sir John Port's Governors" means the Governors for the time being of Sir John Port's Charity and "Repton School's Head Teacher" means the Head Teacher for the time being of Repton School

Members

2.1 The First Members of the Charity shall be the subscribers to the Memorandum and the Governors of the Charity known as Repton School Trust (charity 527,177) on the date hereof PROVIDED THAT the period of Membership of each Governor shall end on the expiry of the residue of the term of Governorship for which he or she was appointed to that Charity and Repton School's Head Teacher

2.2 The Membership of the Charity (when complete) shall consist of at least 19 to 21 competent individuals, being :

2.2a One Ex-officio Member

2.2b 4 Hereditary Members

2.2c 4 Nominated Members

2.2d 9 Co-Optative Members (including at least 2 Co-optative Members who through residence, occupation, employment or otherwise have special knowledge of the County of Derbyshire)

2.2e (if appointed by the Governors from time to time) one or 2 Additional Members

2.2f the Head Teacher of Repton School, if he or she consents in writing to be a Member

2.3 The Ex-Officio Member shall be the Lord Lieutenant of the County of Derbyshire. Any such Lord Lieutenant may by written nomination signed by him and duly notified to the Trustees appoint some competent person to be a Member in his place while he lives and during such time as he does not wish to perform the duties of a Member. The person so appointed will cease to be a Member when the Lord Lieutenant ceases to hold office as Lord Lieutenant

2.4 The Hereditary Members shall be the respective heirs-at-law of Henry Earl of Huntingdon, Philip Lord Stanhope, Sir Thomas Gerard Knight and Baronet (who are referred to in an Act of Parliament relating to the management of the Repton School Charity passed in the 5th year of the reign of His Majesty King George IV and who are deemed to be the heirs-at-law of Sir John Port Knight) and the heir of John Harpur Esquire, both being founders and benefactors of that Charity PROVIDED THAT :

2.4a In any case where co-heirs constitute an heir-at-law, the eldest co-heir of the oldest branch for the time being shall be a Hereditary Member

2.4b Any Hereditary Member may delegate his or her Membership in the same manner as the Ex-Officio Member. The delegation shall be determined on the person so delegating ceasing to be a Hereditary Member

2.4c The father or legal guardian of an infant Hereditary Member shall be entitled to act as a Member for all purposes in place of the infant

2.4d Each Hereditary Member shall be entitled to be a Member for life

2.5 The Nominated Members shall be appointed as follows :

2.5a one by the Members of Parliament for the several divisions of the County of Derbyshire

2.5b one by the Hebdomadal Council of the University of Oxford

2.5c one by the Council of the Senate of the University of Cambridge

2.5d one by the Head Teachers and Assistant Teachers for the time being on the permanent staff of the Charity's Schools

PROVIDED THAT :

- A. each appointment by the said Head Teachers and Assistant Teachers shall be made at a meeting convened by the Head Teacher designated by the Governors and he shall give the said Head Teachers and Assistant Teachers (except himself) at least 7 clear days' written notice of such meeting specifying the purpose thereof. Only those Teachers who are on the permanent staff of the Charity's Schools are entitled to vote. Such designated Head Teacher shall take the chair at the meeting and in the case of an equality of votes shall have a second or casting vote
- B. otherwise each appointment of a Nominated Governor shall be made at a meeting convened and held according to the ordinary practice of the appointing body. The Chairman of the meeting shall cause the name of each person appointed to be forthwith notified in writing to the Governors or their clerk
- C. Nominated Members shall be Members for a term of 3 years and need not be Members of the Appointing Bodies concerned
- D. The religious opinions or attendance or non-attendance at any form of religious worship shall not in any way affect the qualification of any person to be a Member

2.6 The Co-optative Members shall be appointed for a term of 5 years by a resolution of the Governors passed at a Special Meeting of which at least 21 days' clear notice has been given and may be so appointed not more than one month before the term of an existing Co-optative Member expires with effect from the date of expiry, but so that the latter shall not vote on the matter

2.7 Additional Members (not more than 2 in number) may be appointed at the discretion of the Governors and shall enjoy the same rights and privileges as Co-optative Members, except that their term of office shall be for 3 years

2.8 Unless the Governors or the Charity in general meeting shall make other provision under Article 60, the Governors may in their absolute discretion permit any Member of the Charity to retire PROVIDED that after such retirement the number of Members is not less than two

General Meetings

3. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next PROVIDED that so long as the Charity holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of incorporation or in the following year. The Annual General Meeting shall be held at such times and places as the Governors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

4. The Governors may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within

the United Kingdom sufficient Governors to call a General Meeting, any Governor or any Member of the Charity may call a General Meeting

Notice of General Meetings

5. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution appointing a person as a Governor shall be called by at least 21 clear days' notice, but a General Meeting may be called by shorter notice if it is so agreed :

- 5.1 in the case of an Annual General Meeting by all Members entitled to attend and vote; and
- 5.2 in the case of any other Meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting shall specify the Meeting as such

The notice shall be given to all Members and to the Governors and auditors

6. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting

Proceedings at General Meetings

7. No business shall be transacted at any Meeting unless a quorum is present. 3 persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member organisation or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum

8. If a quorum is not present within half an hour from the time appointed for the Meeting, or if during the Meeting a quorum ceases to be present, the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine

9. The Chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as Chairman of the Meeting, but if neither the Chairman nor such other Governor (if any) be present within 15 minutes after the time appointed for holding the Meeting and willing to act, the Governors present shall elect one of their number to be Chairman and, if there is only one Governor present and willing to act, he shall be Chairman

10. If no Governor is willing to act as Chairman, or if no Governor is present within 15 minutes after the time appointed for holding the Meeting, the Members present and entitled to vote shall choose one of their number to be Chairman

11. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting

12. The Chairman may, with the consent of a Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might be

properly transacted at the Meeting had adjournment not taken place. When a Meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

13. A resolution put to the vote of a Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded :

13.1 by the Chairman; or

13.2 by at least 2 Members having the right to vote at the Meeting; or

13.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting

14. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes 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

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made

16. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll is demanded

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have

18. A poll demanded on the election of a Chairman or on a question of an adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. 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 the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made

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

Votes of Members

20. Subject to Article 17, every Member shall have one vote

21. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by him to the Charity have been paid

22. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected is to be tendered, and every vote not disallowed

at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive

23. A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the Meeting or adjourned Meeting at which the vote is given or the poll is demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or adjourned Meeting) the time appointed for taking the poll

24. Any organisation which is a Member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member of the Charity

Governors

25. The number of Governors shall be not less than three but (unless otherwise determined by these Articles or by ordinary resolution) shall not be subject to any maximum

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

Powers of Governors

27. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Governors who may exercise all the powers of the Charity. No alteration of the Memorandum and the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governors shall have the following powers, namely :

28.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity

28.2 to enter into contracts on behalf of the Charity

Appointment and Retirement of Governors

29. Such of the Sir John Port's Governors and Repton School's Head Teacher as consent in writing thereto shall be Governors of the Charity PROVIDED THAT they shall be deemed to have retired from being Governors of the Charity upon (as the case may be) ceasing to be Sir John Port's Governors or Repton School's Head Teacher

30. At the first and each subsequent Annual General Meeting the Governors who are not Members or Sir John Port's Governors shall retire from office and the Members may elect one or two individuals who are not Members as Extra Governors ("Extra Governors") who shall serve as Extra Governors until the end of the next following Annual General Meeting

31. If the Charity at the Meeting at which a Governor who is not a Sir John Port's Governor retires does not fill the vacancy the retiring Governor shall, if willing to act, be deemed to have been reappointed unless at the Meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Governor is put to the Meeting and lost

32. No person may be appointed as Governor :

32.1 unless he has attained the age of 18 years; or

32.2 in circumstances such that, had he already been a Governor, he would have been disqualified from acting under the provisions of Article 37

33. Not less than 7 nor more than 28 clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the Meeting of any person (other than a Governor retiring by rotation at the Meeting) who is recommended by the Governors for appointment or reappointment as a Governor at the Meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the Meeting for appointment or reappointment as a Governor. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Governors

34. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Governor either to fill a vacancy or as an additional Governor and may also determine the rotation in which any additional Governors are to retire

35. The Governors may appoint a person who is willing to act to be a Governor either to fill a vacancy or as an additional Governor provided the appointment does not cause the number of Governors to exceed any number fixed by or in accordance with the Articles as the maximum number of Governors. A Governor so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Governors who are to retire by rotation at the Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof

36. Subject as aforesaid, a Governor who retires at an Annual General Meeting may, if willing to act, be reappointed

Disqualification and removal of Governors

37. A Governor shall cease to hold office if he

37.1 ceases to be a Governor by virtue of any provision in the Act or is disqualified from acting as a Governor by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

37.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

- 37.3 resigns his office by notice to the Charity (but only if at least 2 Governors will remain in office when the notice of resignation is to take effect); or
- 37.4 is absent without the permission of the Governors from all their meetings held within a period of 6 months and the Governors resolve that his office be vacated

Governors' expenses

38. The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or General Meetings or otherwise in connection with the discharge of their duties, but shall (except to the extent permitted by clause 5 of the Memorandum) otherwise be paid no remuneration

Governors' appointments

39. Subject to the provisions of the Act and to clause 5 of the Memorandum, the Governors may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Governors determine. Any appointment of a Governor to an executive office shall terminate if he ceases to be a Governor. A managing director and a Governor holding any other executive office shall not be subject to retirement by rotation

40. Except to the extent permitted by clause 5 of the Memorandum, no Governor shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Governor in any other contract to which the Charity is a party

41. Subject to the provisions of the Articles, the Governors may regulate their proceedings as they think fit. A Governor may, and the Secretary at the request of a Governor shall, call a meeting of the Governors. It shall not be necessary to give notice of a meeting to a Governor who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the Chairman shall have a second or casting vote

42. The quorum for the transaction of the business of the Governors may be fixed by the Governors but shall be not less than one third of their number or 2 Governors, whichever is the greater

43. The Governors may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a General Meeting

44. The Governors may appoint one of their number to be the Chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Governor so appointed shall preside at every meeting of Governors at which he is present. But if there is no Governor holding that office, or if the Governor holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be chairman of the meeting

45. The Governors may appoint one or more sub-committees consisting of 3 or more Governors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governors would be more conveniently undertaken or carried out by a sub-committee PROVIDED that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Governors

46. All acts done by a meeting of Trustees or of a committee of Trustees shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote

47. A resolution in writing signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors shall be as valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors

48. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Governors and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed :

48.1 in the case of individual cheques and individual orders for the payment of money not exceeding £10,000 by at least ONE Governor or by ONE employee ("an Authorised Employee Cheque Signatory") who has been duly authorised to sign cheques and orders for the payment of money by a resolution of the Governors; or

48.2 in the case of all other cheques and orders for the payment of money by at least 2 individuals who shall be :

48.2a at least 2 Governors; or

48.2b at least 2 Authorised Employee Cheque Signatories; or

48.2c one Governor and one Authorised Employee Cheque Signatory

PROVIDED THAT no employee shall be authorised to sign cheques & orders for the payment of money unless the Governors are satisfied that :

- A. the interests of the Charity will be better served by delegating the signing of cheques and orders for the payment of money to such an employee; and
- B. the Governors have put in place appropriate safeguards to prevent abuse of or risk to the Charity's funds

Secretary

49. Subject to the provisions of the Act, the Secretary shall be appointed by the Governors for such term at such remuneration (if not a Governor) and upon such conditions as the Governors may think fit; and any Secretary so appointed may be removed by the Governors

Minutes

50. The Governors shall keep minutes in books kept for the purpose :

50.1 of all appointments of officers made by the Governors; and

50.2 of all proceedings of the Charity and of the Governors and of committees of Governors including the names of Governors present at each such meeting

The Seal

51. The seal shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Secretary or by a second Governor

Accounts

52. Accounts shall be prepared in accordance with the provisions of Part VII of the Act

Annual Report

53. The Governors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

Annual Return

54. The Governors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

55. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Governors need not be in writing

56. The Charity may give notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity

57. A Member present in person at any meeting of the Charity shall be deemed to have received notice of that meeting and where necessary of the purposes for which it was called

58. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

Indemnity

59. Subject to the provisions of the Act every Governor or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application for which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity

Rules

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

- (i) the admission and classification of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such +Members and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the entrance fees subscriptions and other fees or payments to be made by Members
- (ii) the conduct of Members of the Charity in relation to one another and to the Charity's servants
- (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes
- (iv) the procedure at General Meetings and meetings of the Trustees and committees of Governors in so far as such procedure is not regulated by the Articles
- (v) generally, all such matters as are commonly the subject matter of company rules

60.2 The Charity in General Meeting shall have power to alter add to or repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on Members of the Charity PROVIDED that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles

Signatures, Names and Addresses of Subscribers

Sir James Richard Samuel Morris
Breadsall Manor, Breadsall
Derby DE22 5LL

R Morris
.....
Sir Richard

Roger Anthony Litchfield
The Old Vicarage, Horsley Road
Horsley Derby DE21 5BR

R A Litchfield
.....
Mr Litchfield

5th

Dated : ____ March 2002

Witness to the above signatures

Alan Passmore

Signature

Name Alan Michael Lamplough Passmore

Address 74 Burton Road, Repton, Derbyshire DE65 6FN

Occupation Solicitor