

COMPANY NUMBER: 4464331

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
THE VARDY EDUCATIONAL CHARITIES



passed on *16 August* 2002

Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby unanimously pass the following resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTIONS

1. That clause 4.4 of the memorandum of association shall be amended by the addition of the following wording inserted at the end of the existing clause 4.4:-

“and who shall not be trustees unless written approval from the Charity Commission has been obtained in accordance with clause 5.7 below”.

2. That clause 5.7 of the memorandum of association shall be amended with the following wording inserted at the end of the existing clause 5.7:-

“provided also that written approval from the Charity Commissioners has been sought”.

3. That article 39 of the articles of association shall be deleted and replaced by the following article:-

“39. The Trustee shall cease to hold office if:-

- 39.1 he resigns his office by notice to the Trust (but only if at least three trustees will remain in office when the notice of resignation is to take effect); and
- 39.2 he is removed by resolution passed by a 75% majority of the trustees present and voting at general meeting after the meeting has invited the views of the trustee concerned and considered the matter in the light of any such views and those removing him shall give written notice thereof to the secretary.”

4. That article 40 of the articles of association shall be deleted.

5. That article 41 of the articles shall be amended to read as follows:-

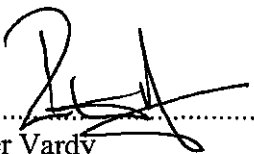
“Where a trustee resigns his office, the trustee shall give written notice thereof to the secretary.”

5. That the rest of the articles of association shall be renumbered to accommodate these changes.

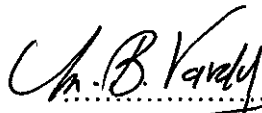
WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT

Dickinson Dees

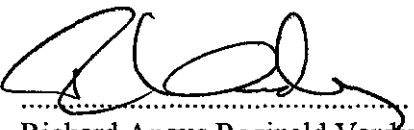
DICKINSON DEES
SOLICITORS


.....
Peter Vardy

X PV


.....
Margaret Vardy

X MV


.....
Richard Angus Reginald Vardy

X RARV

16 August 2002

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE VARDY EDUCATIONAL CHARITIES



1. The Company's name is "The Vardy Educational Charities" (and in this document it is called "the Trust").
2. The Trust's registered office is to be situated in England and Wales.
3. The Trust's objects (the "Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by promoting the establishment maintenance, carrying on, management and development of schools with a Christian ethos offering a broad curriculum ("City Academies").
4. In furtherance of the above the Objects but not further or otherwise the Trust may exercise the following powers:-
 - 4.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust;
 - 4.2 to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 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 5.7 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants and who shall not be trustees unless written approval from the Charity Commission has been sought in accordance with clause 5.7 below;
 - 4.5 to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 4.6 to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
 - 4.7 to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust.
 - 4.8 to promote the establishment, maintenance, carrying on and development of City Academies;
 - 4.9 to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;

- 4.10 to provide and/or promote the provision of educational facilities and services to students of all ages and the wider community for the public benefit;
 - 4.11 to carry out research into the development and application of new techniques in education in particular in relation to the City Academy area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in City Academies;
 - 4.12 subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit;
 - 4.13 to invest the moneys of the Trust not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - 4.14 to provide indemnity insurance to cover the liability of trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees;
 - 4.15 to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Trust;
 - 4.16 to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.
5. The income and property of the Trust 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 Trust, and no trustee shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust. Provided that nothing in this document shall prevent the payment in good faith by the Trust:-
- 5.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Trust to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussions;
 - 5.2 of reasonable and proper remuneration for any services rendered to the Trust by any member, officer or servant of the Trust who is not a trustee;
 - 5.3 of interest on money lent by any member of the Trust or trustee at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

- 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 5.5 of reasonable and proper rent (as determined by an independent valuer appointed by the Trust) for premises demised or let by any member of the Trust or a trustee;
 - 5.6 to any trustee of reasonable out-of-pocket expenses;
 - 5.7 of reasonable and proper remuneration to any trustee of the City Academy who is employed by the Trust at any City Academy promoted, established or supported by the Trust: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her are under discussion provided also that written approval from the Charity Commissioners has been sought;
 - 5.8 of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or 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 trustees knew to be a breach of trust or breach of duty of which was committed by the trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against trustees in their capacity as directors of the Trust.
6. The liability of the members of the Trust is limited.
 7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust'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 Trust's debts and liabilities 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.
 8. If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust, 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 Trust by clause 4 above, chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.
 9. No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect:-
 - 9.1 that the Trust would cease to be a company to which Section 30 of the Companies Act 1985 applies;
 - 9.2 which is inconsistent with the provisions of Section 64 of the Charities Act 1993; or
 - 9.3 that the Trust would cease to be a charity.

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

Peter Vardy
Rainton House
Middle Rainton
Houghton le Spring
DH4 6PJ

Witness to the above signature:

Name

Address

Dated

Margaret Vardy
Rainton House
Middle Rainton
Houghton le Spring
DH4 6PJ

Witness to the above signature:

Name

Address

Dated

Richard Angus Reginald Vardy

Witness to the above signature:

Name

Address

Dated

THE VARDY EDUCATIONAL CHARITIES

ARTICLES OF ASSOCIATION



St Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE99 1SB.
Telephone (0191) 279 9000. Fax (0191) 279 9100.
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THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF

THE VARDY EDUCATIONAL CHARITIES

INTERPRETATION

1. In these Articles:-

“Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
“articles”	mean these Articles of Association of the Trust;
“Board of Trustees”	means the trustees for the time being and “the Board” has a corresponding meaning;
“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 of which it is given or on which it is to take effect;
“executed”	includes any mode of execution;
“Member”	means a member of the Trust and someone who as such is bound by the undertaking contained in clause 7 of the memorandum;
“memorandum”	means the memorandum of association of the Trust;
“office”	means the registered office of the Trust;
“seal”	mean the common seal of the Trust if it has one;
“secretary”	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
“teacher”	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher;
“Trust”	means the company intended to be regulated by these articles;
“trustees”	means the directors of the Trust (and “trustee” has a corresponding meaning);
“United Kingdom”	means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

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

OBJECTS

2. The Trust is established for the objects expressed in the memorandum.

MEMBERS

3. The Members of the Trust shall include:-
 - 3.1 The subscribers to the memorandum of association;
 - 3.2 The trustees from time to time of the Vardy Foundation;
 - 3.3 Any person appointed under article 4.
4. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously in writing agree to remove any such additional Members.
5. Every Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
6. The other Members may in their absolute discretion permit any Member to resign provided that after such resignation the number of Members is not less than one.
7. Membership is automatically terminated if a member appointed under article 3.2 ceases to be a trustee of the Vardy Foundation.

GENERAL MEETINGS

8. The Trust 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 fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the trustees shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The trustees 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 eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- 10.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 10.2 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 per cent of the total voting rights at the meetings 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 the members, to the trustees and auditors.

11. 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

12. No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two person entitled to vote upon the business to be transacted, 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.
13. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
14. The chairman, if any, of the Board of Trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be the chairman.
15. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
16. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
17. 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 any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.
18. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - 18.1 by the chairman; or
 - 18.2 by at least two members having the right to vote at the meeting; or

- 18.3 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.
19. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
20. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
21. 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
23. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

26. Subject to article 22, on the show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
27. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
28. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.

29. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

30. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

"I/We,, of, being a member/members of the above named trust, hereby appoint of, or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on200[], and at any adjournment thereof.

Signed on 200[]"

31. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

"I/We,, of, being a member/members of the above-named trust, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on 200[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

*Strike out whichever is not desired.

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

Signed on 200[]"

32. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the trustees may:-

32.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

32.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;

32.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (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.
34. Any organisation which is a member of the Trust may by resolution of its board of trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust.

TRUSTEES

35. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
36. The first trustees 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 article 37.

APPOINTMENT OF TRUSTEES

37. Those members who are also trustees of the Vardy Foundation shall appoint the future trustees.

TERM OF OFFICE

38. The term of office for any trustee shall be four years. Any trustee may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

39. A trustee shall cease to hold office if:-

- 39.1 he resigns his office by notice to the Trust (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
- 39.2 he is removed by a resolution passed by a majority of the trustees present and voting at a general meeting after the meeting has invited the views of the trustee concerned and considered the matter in the light of any such views and those removing him shall give written notice thereof to the secretary.

40. Where a trustee resigns his office, the trustee shall give written notice thereof to the secretary.

DISQUALIFICATION OF TRUSTEES

41. No person shall be qualified to be a trustee unless he is aged 18 or over at the date of his election or appointment.

42. A trustee shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
43. A trustee shall cease to hold office if he is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.
44. A person shall be disqualified from holding or continuing to hold office as a trustee if:-
- 44.1 he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
- 44.2 he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
45. A person shall be disqualified from holding or continuing to hold office as a trustee at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
46. A trustee shall cease to hold office if he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
47. A person shall be disqualified from holding or continuing to hold office as a trustee if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
48. A person shall be disqualified from holding or continuing to hold office as a trustee at any time when he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted. The 'list' means the list kept for the purposes of regulations made under section 218(6) of the Education Reform Act 1988.
49. A person shall be disqualified from holding or continuing to hold office as a trustee where he has, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine or a lesser sentence.
50. Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a trustee; and he is, or is proposed, to become such a trustee, he shall upon becoming so disqualified give written notice of that fact to the secretary.
51. Articles 41 to 50 also apply to any member of any committee of the trustees who is not a trustee.

SECRETARY TO THE TRUSTEES

52. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be appointed by them. The secretary shall not be a trustee. Notwithstanding this article, the Board of Trustees may, where the secretary fails to attend a meeting of theirs, appoint any one of their number to act as secretary for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEES

53. The trustees shall elect a chairman and a vice-chairman from among their number.
54. Subject to article 55, the term of office for the chairman and vice-chairman shall be three years.
55. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the secretary. The chairman or vice-chairman shall cease to hold office if:-
 - 55.1 he is removed from office in accordance with these articles; or
 - 55.2 in the case of the vice-chairman, he is elected in accordance with these articles to fill a vacancy in the office of chairman.
56. Where by reason of any of the matters referred to in article 55, a vacancy arises in the office of chairman or vice-chairman, the trustees shall at their next meeting elect one of their number to fill that vacancy.
57. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
58. Where in the circumstances referred to in article 57 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the trustees shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the trustee elected shall not be a person who is employed to work at the Trust.
59. The secretary to the trustees shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 22 shall not apply.
60. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
61. The trustees may remove the chairman or vice-chairman from office in accordance with this article:-
 - 61.1 a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Board of Trustees shall not have effect unless:-
 - 61.1.1 it is confirmed by a resolution passed at a second meeting of the Board of Trustees held not less than fourteen days after the first meeting ('the second meeting'); and
 - 61.1.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
 - 61.2 Before the trustees resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the trustee or trustees proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWER OF TRUSTEES

62. Subject to provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the trustees who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by

any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

63. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:-

63.1 to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust 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;

63.2 to enter into contracts on behalf of the Trust.

64. Any bank account in which any part of the assets of the Trust is deposited shall be operated by the trustees and shall indicate the name of the Trust. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the trustees in respect of their activities as trustees.

TRUSTEES' EXPENSES

65. The trustees may at the discretion of the Board of Trustees be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel, properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

66. Except to the extent permitted by clause 5 of the memorandum and subject to articles 88 to 90, no trustee shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a trustee in any contract to which the Trust is a party.

THE MINUTES

67. The minutes of the proceedings of a meeting of the Board of Trustees shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:-

67.1 all appointments of officers made by the trustees; and

67.2 of all proceedings at meetings of the Trust and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

DELEGATION

68. Subject to these articles the trustees may delegate any of their powers or functions to any committee. Any such delegation may be made subject to any conditions the trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

69. Where any function of the trustees has been delegated to or is otherwise exercisable by a trustee (including the chairman or vice-chairman), or a committee established by them; any member, or committee to whom a function of the trustees has been delegated or who has otherwise exercised a function of the trustees shall report to the trustees in respect of any action taken or decision made

with respect to the exercise of that function at the meeting of the trustees immediately following the taking of the action or the making of the decision.

70. The trustees may establish any committee to exercise, subject to these articles, powers and functions of the trustees. The constitution, membership and proceedings of any committee of the trustees shall be determined by the trustees. The establishment, terms of reference, constitution and membership of any committee of the trustees shall be reviewed at least once in every twelve months. The membership of any committee of the trustees may include persons who are not trustees, provided that a majority of members of any such committee shall be trustees. The trustees may determine that some or all of the members of a committee who are not trustees shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the trustees unless the majority of members of the committee present are trustees.

MEETINGS OF THE BOARD OF TRUSTEES

71. Subject to these articles, the trustees may regulate their proceedings as they think fit.
72. The Board of Trustees shall hold at least one meeting in every school term. Meetings of the Board of Trustees shall be convened by the secretary. In exercising his functions under this article the secretary shall comply with any direction:-
- 72.1 given by the Board; or
- 72.2 given by the chairman of the Board or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Board, so far as such direction is not inconsistent with any direction given as mentioned in article 72.1.
73. Any three trustees may, by notice in writing given to the secretary, requisition a meeting of the Board; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
74. Each trustee shall be given at least fourteen clear days before the date of a meeting:-
- 74.1 notice in writing thereof, signed by the secretary, and sent to each trustee at the address provided by each trustee from time to time; and
- 74.2 a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs.
75. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefore.
76. A resolution to rescind or vary a resolution carried at a previous meeting of the Board of Trustees shall not be proposed at a meeting of the Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
77. A meeting of the Board of Trustees shall be terminated forthwith if:-
- 77.1 the Board so resolve; or

- 77.2 the number of trustees present ceases to constitute a quorum for a meeting of the Board in accordance with article 80, subject to article 82.
78. Where in accordance with article 77 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
79. Where the Board of Trustees resolve in accordance with article 77 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Board of Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.
80. Subject to Article 82 the quorum for a meeting of the Board, and any vote on any matter thereat, shall be any three trustees, or, where greater, any one third (rounded up to a whole number) of the total number of trustees holding office at the date of the meeting).
81. The trustees may act notwithstanding any vacancies in their number, but, if the numbers of trustees is less than the number fixed as the quorum, the continuing trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
82. The quorum for the purposes of:-
- 82.1 any vote on the removal of the chairman of the Board in accordance with articles 55 and 61.
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time trustees entitled to vote on those respective matters.
83. Subject to these articles, every question to be decided at a meeting of the Board of Trustees shall be determined by a majority of the votes of the members present and voting on the question.
84. Subject to articles 80 to 82, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
85. The proceedings of the Board of Trustees shall not be invalidated by:-
- 85.1 any vacancy among their number; or
- 85.2 any defect in the election, appointment or nomination of any trustee.
86. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be valid and effective as if it had been passed at a meeting of trustees (or as the case may be) a committee of the trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
87. Any trustee shall be able to participate in meetings of the Board by telephone or video conference provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting and provided the Board has access to the appropriate equipment.

88. The Trust shall not enter into any contract or arrangement where a member of the Board of Trustees has a duty or pecuniary interest (direct or indirect), which conflicts or may conflict with it unless it is provided for elsewhere in the Memorandum and Articles of Association. Any trustee who has any such duty or pecuniary interest shall disclose that fact to the Board of Trustees as soon as he becomes aware of it.
89. Without limitation to the generality of article 88, a trustee shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Trust if:-
- 89.1 he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - 89.2 he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - 89.3 he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
90. For the purposes of articles 88 and 89, an interest of a person who is, within the meaning of section 346 of the Act, connected with a trustee shall be treated as an interest of the trustee. This shall include:-
- 90.1 that trustee's spouse, child or stepchild; or
 - 90.2 a body corporate with which the trustee is associated (i.e. if that trustee and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
 - 90.3 a person acting in his capacity as trustee of any trust the beneficiaries of which include:-
 - 90.3.1 the trustee, his spouse or any children or stepchildren of his; or
 - 90.3.2 a body corporate with which he is associated; or
 - 90.4 a person acting in his capacity as a partner of that trustee or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that trustee.

PATRONS AND HONORARY OFFICERS

91. The trustees may from time to time appoint any person whether or not a member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

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

ACCOUNTS

93. Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

ANNUAL REPORT

94. The trustees shall comply with their obligations under the Charities Act 1993 (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

95. The trustees shall comply with their obligations under the Charities Act 1993 (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

96. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

97. A notice may be given by the Trust 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 Trust 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 Trust.

98. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

99. 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

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

RULES

101. The trustees 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 Trust, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-

101.1 the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;

101.2 the procedure at general meetings and meetings of the trustees and committees of the trustees and meetings of the Board of Trustees in so far as such procedure is not regulated by the articles;

101.3 generally, all such matters as are commonly the subject matter of company rules.

102. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Names and Addresses of Subscribers

Peter Vardy
Rainton House
Middle Rainton
Houghton le Spring
DH4 6PJ

Witness to the above signature:

Name

Address

Dated

Margaret Vardy
Rainton House
Middle Rainton
Houghton le Spring
DH4 6PJ

Witness to the above signature:

Name

Address

Dated

Richard Angus Reginald Vardy

Witness to the above Signatures:

Name

Address

Dated