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**THE COMPANIES ACTS 1985 AND 1989**

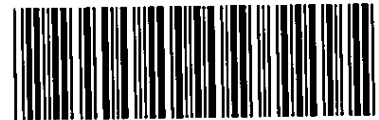
**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF  
WORTH SCHOOL**

**INTERPRETATION**

WEDNESDAY  
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COMPANIES HOUSE

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COMPANIES HOUSE

**1. In these Articles and the Memorandum:**

"the Abbot"	means the person who for the time being holds office as the Abbot of Worth in accordance with the Constitutions and includes the person who exercises the functions of Abbot under the Constitutions when the office of Abbot is vacant;
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	means these Articles of Association of the Charity;
"the Board"	means the board of Governors of the Charity;
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the Charity"	means the above-named company;
"Constitutions"	means the Constitutions of the English Benedictine Congregations approved by the Holy See and for the time being in force;

"the Chapter"	means the Conventual Chapter of the solemnly professed monks of Worth;
" Member"	means the member of the Company having the right to vote at General Meetings;
"executed"	includes any mode of execution;
"Ex officio Governors"	means a person who shall automatically be a Governor by virtue of his office and who shall automatically cease to be a Governor upon ceasing to hold that office;
"Governor"	means a member of the Board who shall also be a director of the Charity under company law and a charity trustee of the Charity under charity law;
"the Memorandum"	means the Memorandum of Association of the Charity;
"month"	means a calendar month;
"Nominated Governor"	means a Governor appointed by the Nominations Committee;
"Office"	means the registered office of the Charity;
"these presents"	means the Articles and the regulations of the Charity from time to time in force;
"the seal"	means the common seal of the Charity if it has one;
"School"	means the school known as Worth School situated at Turners Hill, West Sussex RH10 4SD or any other school run by the Charity;
"Secretary"	means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity;
"the United Kingdom"	means Great Britain and Northern Ireland;
"Worth"	means the Monastery of Our Lady Help of Christians at Worth (also known as Worth Abbey) situated at Turners Hill, West Sussex RH10 4SB;
"Worth Abbey"	means the charitable company limited by guarantee, company number 4475556.

Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

### **MEMBERSHIP OF THE CHARITY**

2. The number of Members with which the Charity proposes to be registered is one.
3. The Member shall be Worth Abbey which shall be the subscriber to the Memorandum.
4. Membership shall be transferable only in the event of the reorganisation, merger or dissolution of Worth Abbey in which it shall be transferred to such body as succeeds to the majority of the activities and affairs of Worth Abbey or, if there is no such body, to such charity as Worth Abbey shall decide.

### **PATRONS**

5. Subject to the prior written consent of Worth Abbey, the Board may in its discretion appoint any person to be a Patron of the Charity (and remove any Patron) on such terms as they shall think fit.
6. A Patron shall have the right to be given notice of General Meetings and to receive accounts of the Charity when available to Members. The Governors may invite a Patron to attend and speak (but not vote) at a General Meeting.

### **GENERAL MEETINGS**

7. The first Annual General Meeting of the Charity shall be held at such time not being more than 18 months after the incorporation of the Charity and at such place as the Board may determine.
8. Subject to Article 7 the Charity shall in each year hold an Annual General Meeting 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 Charity and that of the next. Annual General Meetings shall be held at such times and places as the Board shall determine.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may call General Meetings and, on the requisition of Members in accordance with the provisions of the Act, shall within 21 days from the date of the deposit of the requisition convene an Extraordinary General Meeting for a date not later than eight weeks after the deposit of the requisition.

10. If there are not within the United Kingdom sufficient Governors to convene a General Meeting, any Governor or any Member may convene a General Meeting.

### **NOTICE OF GENERAL MEETINGS**

11. 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 by the Member.
12. 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 the Member, Governors, Patrons and the Auditors.

### **PROCEEDINGS AT GENERAL MEETINGS**

13. No business shall be transacted at any General Meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a duly authorised representative of the Member shall constitute a quorum.
14. 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 Board may determine.
15. The Chairman, if any, of the Board or in his absence some other Governor nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman nor such Governor (if any) be present within fifteen 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.
16. If no Governor is willing to act as chairman, or if no Governor 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.
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 business left unfinished at the meeting from which the adjournment took 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. Subject to the provisions of the Act a resolution in writing signed by the duly authorised representative of the Member shall be as valid and effective as if the same had been passed at a meeting of the Charity convened and held.

## **VOTES OF THE MEMBER**

19. The Member shall by resolution of its Board or other governing body authorise such individual as it thinks fit to act as its representative at any meeting of the Charity, and the individual 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. An instrument appointing such individual shall be in the following form or as near to it as circumstances will admit, or in any other form which is usual or which the Board may approve:-

### **WORTH SCHOOL**

We, Worth Abbey being the Member of the above-named charity hereby appoint:

[name and address of representative] or failing him,

[name and address of substitute] to vote on our behalf at the [Annual/Extraordinary/Adjourned] General Meeting of the above-named charity to be held on the ..... day of ..... and any adjournment thereof.

Signed [.....name.....] this .... day of ..... ..

20. A vote given by the duly authorised representative of the Member shall be valid notwithstanding the previous determination of the authority of the person voting 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.

## **THE BOARD**

21. The number of Governors shall be not less than 10 and shall not be more than 20, each of whom shall either be an Ex-officio Governor or a Nominated Governor.
22. The Board shall comprise:
- (1) The following who shall be an Ex-officio Governor:
    - (a) the Abbot who shall be the President of the Board
  - (2) The following Nominated Governors who shall be appointed by the Nominations Committee as subsequently provided in these Articles:
    - (a) three members of the Chapter who are not engaged in the service of the School (other than as House Chaplains)
    - (b) a minimum of four Governors who are not members of the Chapter,
    - (c) a parent or guardian of a pupil at the School.

23. The existing Governors are the following who shall be deemed to have been appointed or nominated under Article 22:

Appointed pursuant to Article

Ex-officio Governors

The Right Reverend Christopher Jamison 23 (1) (a)

Nominated Governors

The Reverend Mark Barrett 23 (2) (a)

The Reverend Richard Luke Jolly 23 (2) (a)

The Very Reverend John Kevin Taggart 23 (2) (a)

Alda Andreotti 23 (2) (b)

Nick Deeming 23 (2) (b)

John Guyatt 23 (2) (b)

Rosemary Frances Lewis 23 (2) (b)

Peter Matthews 23 (2) (b)

Gordon Moore 23 (2) (b)

Jonathan Scherer 23 (2) (b)

Kevin Smyth 23 (2) (b)

Ralph Townsend 23 (2) (b)

Christina Fitzsimons 23 (2) (c)

24. Except to the extent permitted by Clause 5 of the Memorandum, no member of the Board 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.
25. The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

**POWERS OF THE BOARD**

26. 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 Board. The Board may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and are not by statute or by these presents required to be exercised by the Charity in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board 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 Board by the

Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

27. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
28. The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and the affairs thereof; as to prescribing classes of and conditions of membership and the rights and privileges of Members; as to the duties of any officers or servants of the Charity; as to the conduct of the business of the Charity by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
29. The Board and the Charity in General Meeting shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

#### **APPOINTMENT AND RETIREMENT OF NOMINATED GOVERNORS**

30. Membership of the Nominations Committee shall comprise the Abbot, the Chairman of the Board and up to three others appointed jointly by the Abbot and the Chairman of the Board. The Committee shall have the power at any time to appoint a person as a Nominated Governor (and to withdraw a nomination and make a replacing nomination) and all such nominations and withdrawals of nominations shall be in writing to the Office signed by the Abbot and the Chairman of the Board.
31. Subject to Article 22(2), the Nominations Committee having the right of nomination to the Board may nominate any person for that purpose without qualification.
32. Appointments of Nominated Governors shall be for a fixed or indeterminate period provided however that no such fixed period shall exceed three years and any indeterminate appointment shall automatically lapse at the end of three years but so that the Nominated Governor concerned shall be eligible for re-appointment.

#### **DISQUALIFICATION AND REMOVAL OF GOVERNORS**

33. A Governor shall cease to hold office if he:-
  - (1) is a Nominated Governor and his nomination is withdrawn;
  - (2) 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision) or is otherwise prohibited by law from being a Governor;
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

- (3) resigns his office by notice to the Charity (but only if at least two Governors will remain in office when the notice of resignation is to take effect); or
  - (4) is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his office be vacated.
34. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Charity may by Extraordinary Resolution remove any Governor before the expiration of his period of office and may by an Ordinary Resolution appoint another qualified Member in his stead but any person so appointed shall retain his office so long only as the Governor in whose place he is appointed would have held the same if he had not been removed.

### **PROCEEDINGS OF THE BOARD**

35. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Governors may and the Secretary at the request of two Governors shall call a meeting of the Board. 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 an equality of votes, the Chairman shall have a second or casting vote.
36. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of their number or two whichever is the greater.
37. The Board may act notwithstanding any vacancies but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling a General Meeting.
38. The Abbot shall from time to time appoint one of the Governors as Chairman of Board of Governors 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 the Board 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 five minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be Chairman of the meeting.
39. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:-
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - (2) the composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;



- (3) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported as soon as practicable to the Board and for that purpose every committee shall appoint a secretary;
  - (4) all delegations under this Article shall be revocable at any time;
  - (5) the Board may make such regulations and impose such terms or conditions and give such mandates to any such committee as it may from time to time think fit;
  - (6) for the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Governor shall be required.
40. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governors or member of the committee 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 Governor or a member of the committee (as the case may be) and had been entitled to vote.
41. A resolution in writing, signed by all the Governors for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held.
42. Governors and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

## OFFICERS

43. Subject to the provisions of the Act, to Clause 5 of the Memorandum and the Constitutions, the Board:-
- (1) shall appoint or engage a Secretary and may appoint an assistant or deputy Secretary;
  - (2) may appoint one or more of their number to any other unremunerated non-executive office under the Charity

and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer or servant so appointed or engaged.

44. Any appointment of a Governor to an unremunerated non-executive office of the Charity shall terminate if he ceases to be a Governor.
45. In accordance with the Constitutions, the Headmaster of the School and the School Bursar (if any) shall be appointed by the Abbot after consultation with the Governors.

### **MINUTES**

46. The Board shall keep minutes in books kept for the purpose:-
  - (1) of all appointments of officers made by the Board; and
  - (2) of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting.

### **THE SEAL**

47. The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. 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.

### **BANK ACCOUNTS**

48. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. The arrangements for the signing of cheques and orders for the payment of money shall be such that the Governors shall from time to time approve in writing.

### **ACCOUNTS**

49. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
50. Subject to the requirements of the Act, the Charity may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
51. The Board shall lay before the Annual General Meeting of the Charity in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Charity and a report of the Auditors and shall comply with the provisions of the Act. Copies of such account, balance sheet and reports and of any other documents required by law

to be annexed or attached to them shall, not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Meetings of the Charity.

#### **AUDIT**

52. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **ANNUAL REPORT AND ANNUAL RETURN**

53. The Board 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 an annual return and their transmission to the Commissioners.

#### **NOTICES**

54. 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 Board need not be in writing.
55. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and 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.
56. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
57. 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 48 hours after the envelope containing it was posted.
58. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

## **INDEMNITY**

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled 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 defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
60. The Board shall have power to resolve pursuant to Clause 4(18) of the Memorandum to effect Indemnity Insurance notwithstanding their interest in such policy.

## **WINDING-UP**

61. The provisions of Clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.