

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**  
**OF**  
**WORTH SCHOOL**

FRIDAY



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A05

13/08/2021

#386

COMPANIES HOUSE

**Company Number: 4476558**

**Charity Number: 1093914**

(As amended at a meeting held on 12 December 2008, by written resolution passed on 18 May 2016 and by written resolution passed on 11<sup>th</sup> August 2021)

**INTERPRETATION**

1. In these Articles, unless the context otherwise requires:

"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 2006 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	means the Articles of Association of the Charity for the time being in force;
"Authenticated Document"	means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and where the School

	has no reason to doubt the truth of that statement);
"the Board"	means the board of Governors of the Charity;
"the Chapter"	means the Conventual Chapter of the solemnly professed monks of Worth;
"the Charities Act"	means the Charities Act 2011;
"the Charity"	means the above named company;
"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Act;
"clear days"	means 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;
"Constitutions"	means the Constitutions of the English Benedictine Congregations approved by the Holy See and for the time being in force;
"electronic form and electronic means"	have the meaning given to such terms in Section 1168 of the Act;
"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;
"Member"	means the member of the Charity having the right to vote at General Meetings;
"Model Articles"	means the model articles for private companies limited by guaranteed contained in

Schedule 2 to the Companies (Model Articles)  
Regulations 2008 (SI 2008/3229);

"month"

means a calendar month;

"Nominated  
Governor"

means a Governor appointed by the  
Nominations Committee;

"Objects"

means the objects of the Charity as stated in  
Article 4;

"Office"

means the registered office of the Charity;

"present"

does not, unless the context expressly  
provides, require a person to be physically  
present in person;

"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, if  
any, or any other person appointed to perform  
the duties of the company secretary of the  
Charity;

"Special  
Resolution"

has the meaning given in section 283 of the  
Act;

"the United  
Kingdom"

means Great Britain and Northern Ireland;

"Virtually"

Means by telephone link, video link, or other  
technology enabling all participants to  
communicate with each other in real time  
without being physically present in the same  
place;

"Worth"

means the Monastery of Our Lady Help of  
Christians at Worth (also known as Worth  
Abbey) situate at Turners Hill, West Sussex,  
RH10 4SB;

"Worth Abbey" means the charitable company limited by guarantee, company number 4475556;

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- (1) 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.
- (2) 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.
- (3) A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- (4) The Model Articles shall not apply to the Charity.

#### **NAME AND OFFICE**


2. The Company's name is Worth School (and in this document it is called "the Charity").
3. The Charity's registered office is to be situated in England.

#### **OBJECTS AND POWERS**

4. The objects for which the Charity is established are:-
  - (1) the advancement of the Roman Catholic religion;
  - (2) the advancement of education in accordance with the Benedictine tradition and in particular, but without prejudice to the generality of the foregoing, by running a school known as Worth School; and
  - (3) to support the work of Worth Abbey, company number 4475556.
5. In furtherance of the Objects but not otherwise, the Charity may exercise the following powers:
  - (1) to run schools (day and/or boarding) and in connection with any such school;
    - (a) to provide or arrange for the provision of board, residence and accommodation for pupils, teachers and other staff;

- (b) to provide recreation and leisure time facilities;
- (2) to run classes, meetings, lectures, conferences, broadcasts or courses of instruction for persons being educated at any school run by the Charity or otherwise;
- (3) to award bursaries, scholarships, allowances, exhibitions and prizes to persons being (or due to be) educated at any school run by the Charity or otherwise;
- (4) to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Charity as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Charity;
- (5) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Charity or for the purpose of informing contributors and others of the needs or progress of the Charity;
- (6) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: provided that in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- (7) to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient: Provided that in raising funds the Charity shall not undertake or carry out any trading activities unless authorised by this Memorandum of Association or by law to do so;
- (8) to carry out trade insofar as (a) the trade is exercised in the course of carrying out the primary objects of the Charity or (b) the trade is temporary and ancillary to the carrying out of the objects of the Charity or (c) those profits of any trade exercised by the Charity which do not fall within either (a) or (b) above are not liable to tax;

- (9) to operate bank accounts in the name of the Charity and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- (10) to invest any moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (11) to buy, take on lease or in exchange, hire or otherwise acquire any real property and any rights or privileges relating to real property which the Charity may think necessary for the promotion of its objects and to make planning applications, applications for consent under bye-laws or building regulations and other like applications; to maintain; manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (12) to buy, take on lease or in exchange, hire, or otherwise acquire any personal property and any rights or privileges relating to personal property which the Charity might think necessary for the promotion of its objects;
- (13) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity;
- (14) subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit;
- (15) to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Charity on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants;
- (16) to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
  - (a) the Managers shall be such person or persons who are reasonably believed by the Governors to be qualified to give advice on investments by reason of their ability in and practical experience of finance and other matters relating to investments;

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- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;
  - (c) the Managers shall be under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Charity within 14 days and to report regularly on the performance of investments managed by them;
  - (d) the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (e) the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation;
  - (f) the Charity shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- (17) to permit any investments belonging to the Charity to be held in the name of any bank or company as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- (18) to pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover liability of any Governor which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of any Governor 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 trustees of the Charity;
- (19) to establish charitable trusts for any particular purposes of the Charity, to act as trustees of any such special charitable trust whether established by the Charity or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be conducive to its objects: Provided that the prior written consent of Worth Abbey shall not be required where the total capital value of any such charitable trust or special charitable trust does not exceed the sum of £10,000;

- (20) to establish and support in aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Charity or calculated to further its objects;
- (21) to co-operate with other charities, voluntary bodies any statutory authorities operating in furtherance of the objects of the Charity or similar charitable purposes and to exchange information and advice with them;
- (22) to amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects altogether or mainly similar to those of the Charity;
- (23) either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Charity;
- (24) 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;
- (25) to do all such other lawful things as shall further the attainment of the objects of the Charity or any of them;

PROVIDED THAT the prior written consent of Worth Abbey shall be required for the exercises of the powers in sub-clauses (4), (7), (8), (11), (14), (19), (22) and (23).

#### **APPLICATION OF INCOME AND PROPERTY**

- 6. 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 (unless the same shall be a charity or charities) and no Governor shall be appointed to any office of the Charity 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:

- (1) of the usual professional charges for business done by any Governor which 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 Board 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;
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any Members, officer or servant who is not a Governor;
- (3) of interest on money lent by any Member of the Charity or Governor at a reasonable and proper rate;



- (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 1/100<sup>th</sup> part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any Member of the Charity or a Governor;
- (6) to any Governor of reasonable out-of-pocket expenses;
- (7) of reasonable and proper premiums in respect of Trustee Indemnity Insurance, effected in accordance with Article 5(18) above.

### **WINDING UP**

- 7. The liability of the Member is limited.
- 8. The Member undertakes to contribute such amount as maybe required (not exceeding £1) to the Charity's assets if it should be wound up while it is a Member or within one year afterwards, for payment of the Charity's debts and liabilities contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up.
- 9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the members of the Charity (unless the same shall be a charity or charities), but shall be given or transferred to Worth Abbey or to some other charity or charities at the direction of Worth Abbey.

### **MEMBERSHIP OF THE CHARITY**

- 10. The number of Members with which the Charity proposes to be registered is one.
- 11. The Member shall be Worth Abbey which shall be the subscriber to the Memorandum.
- 12. Membership shall be transferrable 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**

13. 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.
14. 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**

15. The Board may call general meetings of the Members at any time and such a meeting shall be held in accordance with the Act. On the requisition of Members in accordance with the provisions of the Act, the Board shall within 21 days from the date of the deposit of the requisition, convene a General Meeting for a date not later than eight weeks after the deposit of the requisition.
16. 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**

17. General Meetings called for the passing of a Special Resolution appointing a person as a Governor shall be called by at least twenty-one clear days' notice. All other 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.
18. The notice shall specify the time and place of the meeting (and, if applicable, the arrangements for accessing the meeting Virtually) and the general nature of the business to be transacted. The notice shall be given to the Member, Governors, Patrons and the Auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

19. Members are entitled to attend General Meetings in person (which may be physically or, where applicable, Virtually). No business shall be transacted at any General Meeting unless a quorum is present (physically or, where applicable, Virtually). One person entitled to vote upon the business to be transacted, being a duly authorised representative of the Member shall constitute a quorum.
20. 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.

21. 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.
22. 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.
23. 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.

#### **WRITTEN RESOLUTIONS**

24. Subject to the provisions of the Act a resolution in writing passed in accordance with the provisions of Articles 24 to 30 by the duly authorised representatives 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.
25. A Members' resolution under the Act removing a Governor or an auditor before the expiration of their term of office may not be passed as a written resolution.
26. A copy of the written resolution must be sent to the Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
27. The Member signifies their agreement to a proposed written resolution when the Charity receives from them an Authenticated Document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
  - (1) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the duly authorised representatives of the Member;
  - (2) if the document is sent to the Charity in Electronic Form, it is authenticated if the identity of the sender is confirmed in a manner

specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

28. A proposed Written Resolution shall lapse if it is not passed within 28 days beginning with the date on which it is sent to the Member in accordance with Article 26.
29. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
30. The Member may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

#### **VOTES OF THE MEMBER**

31. 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 presents 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**

- (1) We, Worth Abbey being the Member of the above-named charity hereby appoint:
  - (2) [name and address of substitute] to vote on our behalf at the General Meeting of the above-named charity to be held on the .....day of..... and any adjournment thereof
  - (3) Signed [.....name.....] this .....day of.....
32. 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**

33. 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.
34. 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.
35. Except to the extent permitted by Article 6, 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.
36. The Governors may be paid all reasonable traveling, 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**

37. Subject to the provisions of the Act 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 in General Meeting. No alteration to 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.
38. 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.

39. 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.
40. The Board and the Charity in General Meeting shall have power to repeat 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**

41. 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.
42. Subject to Article 34(2), the Nominations Committee having the right of nomination to the Board may nominate any person for that purpose without qualification.
43. 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**

44. 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 the Charities Act (or any statutory re-enactment or modification of that provision) or is otherwise prohibited by law from being a Governor;

- (3) in the written opinion of a registered medical practitioner who is treating the Governor, has become physically or mentally incapable of acting as a Governor and may remain so for more than three months;
  - (4) resigns his office by notices to the Charity (but only if at least two Governors will remain in office when the notice of resignation is to take effect);
  - (5) has a bankruptcy order made against him or a composition is made with his creditors generally in satisfaction of his debts; or
  - (6) 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.
45. In addition and without prejudice to the provisions of the Act, the Charity may by ordinary resolution at a General Meeting remove any Governor before the expiration of his period of office after the meeting has invited the views of the Governor concerned and considered the matter in light of such views and may by 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**

46. 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 (if any) 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.
47. 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.
48. 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.
49. The Abbot shall from time to time appoint one of the Governors as Chairman of the 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.

50. 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.

51. 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.

52. A resolution in writing, agreed by a majority of the Governors for the time being (other than any Conflicted Governor who is not able to vote) 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; provided that:

- (1) a copy of the resolution is sent to all the Governors (whether in hard copy or electronic form), or members of the committee, eligible to vote; and
- (2) a majority of the Governors, or members of the committee, eligible to vote have signified their agreement to the resolution in an Authenticated Document or documents (whether in hard copy or electronic form) which



are received at the Office within a period of 28 days beginning with the Circulation Date.

53. 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 video conference, telephone or similar communications equipment or any suitable electronic means agreed by the Governors so that all persons participating in the meeting are able to communicate with all the other participants. 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. If all the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **CONFLICTS OF INTEREST**

54. Subject to Article 58, a Governor must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared:
55. Subject to Article 56, in any situation in which it is possible that a conflict will arise between a Governor's duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest) a Governor (the "Conflicted Governor") must:
- (1) absent themselves from any discussions of the Governors;
  - (2) withdraw from the meeting after providing any information requested by the Governors;
  - (3) not be counted in the quorum for that part of the meeting; and
  - (4) be absent during the vote (unless invited by the other Governors to remain) and have no vote on the matter.
56. When any Governor is a Conflicted Governor, the other Governors who are not conflicted, if they form a quorum without counting the Conflicted Governor and provided they are satisfied that it is in the best interests of the Charity to do so, may, by resolution passed in the absence of the Conflicted Governor, authorise the Conflicted Governor, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Governor:
- (1) to continue to participate in discussions leading up to the making of a decision and to vote, except where a Conflicted Governor or a Connected Person is to receive any payment or material benefit; and/or

- (2) to have access to information which relates to the issue which gives rise to the relevant conflict; and/or
- (3) to take any other action not otherwise authorised, or to refrain from taking any step required to remove the conflict which, in either case, does not involve the receipt by the Conflicted Governor or Connected Person of any payment or material benefit;

provided that such authorisation shall not authorise or enable the receipt by the Conflicted Governor of any remuneration or other benefit in money or money's worth which the Conflicted Governor is not authorised to receive by Article 6 (or otherwise by law).

- 57. In addition to providing the authorisation referred to in Article 56, a Conflicted Governor may be authorised by the other Governors to disclose any information which the Conflicted Trustee is authorised to access pursuant to Article 56(2) to any third party (including Worth Abbey) identified by the other Governors in such authorisation.
- 58. A Conflicted Governor who obtains (other than through their position as a Governor) information that is confidential to a third party, shall not be in breach of their duties to the Charity if they declare the conflict in accordance with Article 54 and then withhold such confidential information from the Charity.
- 59. Article 54 does not apply to the Abbot in relation to any conflict of interest that arises as a result of any transaction or arrangement between the Charity and Worth Abbey while the Abbot is also a charity trustee of Worth Abbey. For the avoidance of doubt the provisions of Article 55(3) and (4) and 56 to 58 (inclusive) shall apply to the Abbot in the same way as any other Governor.

## OFFICERS

- 60. Subject to the provisions of the Act, Article 6 and the Constitutions, the Board:-
  - (1) may 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.
- 61. Any appointment of a Governor to an unremunerated non-executive office of the Charity shall terminate if he ceases to be a Governor.
- 62. 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**

63. 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**

64. 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 at least one Governor or the Secretary (if any) in either case in the presence of a witness who attests the signature.

## **BANK ACCOUNTS**

65. 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 of the payment of money shall be such that the Governors shall from time to time approve in writing.

## **ACCOUNTS**

66. 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.
67. 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.

## **AUDIT**

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

## **ANNUAL REPORT AND ANNUAL RETURN**

69. The Board shall comply with their obligations under the Charities Act (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 Charity Commission for England and Wales.

## **NOTICES**

70. Any notice to be given to or by any person pursuant to the Articles shall be in writing or by electronic means except that a notice calling a meeting of the Board need not be in writing.
71. 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 or by sending it by electronic mail to an address notified by the Member in writing. 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.
72. 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.
73. 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. A notice sent by electronic mail is treated as being delivered at the time it was sent.
74. 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**

75. 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.
76. The Board shall have power to resolve pursuant to Article 5(18) to effect Indemnity Insurance notwithstanding their interest in such policy.

## **ENDS**