

Company number 4931009

Charity number 1101485

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF WELLINGBOROUGH SCHOOL

1. NAME

The name of the Company is **WELLINGBOROUGH SCHOOL**.

2. REGISTERED OFFICE

The registered office of the School is to be in England and Wales.

3. INTERPRETATION

In these Articles unless the context otherwise requires

Address means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the School

Articles means these Articles of Association and the regulations of the School from time to time in force and “Article” shall refer to any one of them

Board means the Governors of the School (and "Governor" means any one of them). The Governors are charity trustees as defined by section 177 of the Charities Act 2011

Charities Acts means the Charities Act 1992, 2011 and 2016

Circulation date means the circulation date of a written resolution being the date on which copies of it are sent or submitted to the Members or at least one Member

Clear days in relation to a period of a notice means a 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 Commission means the Charity Commission for England and Wales

<i>Companies Acts</i>	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the School
<i>Company</i>	means the Company regulated by these Articles
<i>Connected person</i>	<p>Means</p> <ul style="list-style-type: none">(i) a child, parent, grandchild, grandparent, brother or sister of the Governor;(ii) the spouse or civil partner of the Governor or of any person falling within sub-clause (i) above;(iii) a person carrying on business in partnership with the Governor or with any person falling within sub-clause (i) or (ii) above;(iv) an institution which is controlled –<ul style="list-style-type: none">(a) by the Governor or any connected person falling within sub-clause (i), (ii) or (iii) above; or(b) by two or more persons falling within sub-clause (iv)(a), when taken together(v) a body corporate in which –<ul style="list-style-type: none">(a) the Governor or any connected person falling within sub-clauses (i) to (iii) above has a substantial interest; or(b) two or more persons falling within sub-clause (v)(a) who, when taken together, have a substantial interest.(c) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.
<i>the Council</i>	means the consultative body established for the purposes as described, and comprised of such persons as set out, in Article 17.
<i>Electronic form</i>	means a document supplied by electronic means (such as by email or by fax) or by other means which is in electronic form (such as a USB stick sent by post) as defined in section 1168 of the Companies Act 2006

<i>Financial benefit</i>	means a benefit, direct or indirect, which is either money or has a monetary value
<i>Hardcopy</i>	means a document supplied in paper copy or similar capable of being read
<i>Member</i>	means a member of the Company
<i>Month</i>	means calendar month
<i>Office</i>	means the registered office of the School
<i>Old Wellingburian Club</i>	means the club of the same name which exists for former pupils of the School who have paid the requisite membership fee; it may at its discretion invite former members of School staff to become honorary members
<i>Parent</i>	means the parent or, as the case may be, legal guardian, of a pupil at the School
<i>School</i>	means Wellingborough School and any other school or schools from time to time carried on by the Company and in these Articles ‘School’ means the Company
<i>United Kingdom</i>	means the United Kingdom of Great Britain and Northern Ireland

The following rules of interpretation shall also apply:

Words in the masculine include the feminine genders and vice versa; words in the singular include the plural and vice versa

Headings, Sub-Headings, Underlinings and Format Lines are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles

Modification or Re-enactment

Reference to any provisions of the Companies Acts or the Charities Acts or any other statute shall be a reference to such provisions as modified or re-enacted by any statute or regulations for the time being in force

Meanings Where There Is No Inconsistency

Except as provided above, words or expressions defined in the Companies Acts or the Charities Acts (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context

4. **LIABILITY OF MEMBERS**

The liability of Members is limited.

Every member promises, if the School is dissolved while he or she remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the School while the contributor was a Member.

5. OBJECTS

The object of the School is to advance the education of children and young people by the provision of a co-educational day or boarding school in or near Wellingborough and by ancillary or incidental education activities and other associated activities for the benefit of the community ("the Objects").

6. POWERS

6.1 The School has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the School has power:

- 6.1.1 to raise funds. In doing so, the School must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 6.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the School. In exercising this power, the School must comply as appropriate with sections 117-122 of the Charities Act 2011;
- 6.1.4 to borrow money and to charge the whole or any part of the property belonging to the School as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The School must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- 6.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 6.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the School. The School may employ or remunerate a Governor only to the extent it is permitted to do so by Article 8 and provided it complies with the conditions in that Article;

6.1.10 to:

6.1.10.1 deposit or invest funds;

6.1.10.2 employ a professional fund manager; and

6.1.10.3 arrange for the investments or other property of the School to be held in the name of a nominee or a professional fund manager in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

6.1.11 to provide indemnity insurance for the Governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

6.1.12 to do anything else within the law which promotes or helps to promote the Objects.

7. APPLICATION OF INCOME AND PROPERTY

7.1 The income and property of the School shall be applied solely towards the promotion of the Objects.

7.2 A Governor is entitled to be reimbursed from the property of the School or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the School.

7.3 A Governor may benefit from trustee indemnity insurance cover purchased at the School's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

7.4 A Governor may receive an indemnity from the School in the circumstances specified in article 16.

7.5 A Governor may not receive any other benefit or payment unless it is authorised by article 8.

7.6 Subject to article 8, none of the income or property of the School may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member receiving:

7.6.1 a benefit from the School in the capacity of a beneficiary of the School;

7.6.2 reasonable and proper remuneration for any goods or services supplied to the School.

8. BENEFITS AND PAYMENTS TO GOVERNORS AND CONNECTED PERSONS

8.1 General provisions

No Governor or connected person may:

- 8.1.1 buy any goods or services from the School on terms preferential to those applicable to members of the public;
- 8.1.2 sell goods, services, or any interest in land to the School;
- 8.1.3 be employed by, or receive any remuneration from, the School;
- 8.1.4 receive any other financial benefit from the School;

unless the payment is permitted by sub-clause 2 of this article or authorised by the court or the prior written consent of the Commission has been obtained.

In this article a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

8.2 Scope and powers permitting Governors’ or connected persons’ benefits

- 8.2.1 A Governor or connected person may receive a benefit from the School in the capacity of a beneficiary of the School provided that a majority of the Governors do not benefit in this way with the express exception that any such person may be permitted to be a pupil at the School in accordance with the normal application procedures and for the avoidance of doubt shall similarly also therefore be permitted to apply for any bursaries or other means-tested award or benefit in the same way.
- 8.2.2 A Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the School where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 8.2.3 Subject to sub-clause 3 of this article, a Governor or connected person may provide the School with goods that are not supplied in connection with services provided to the School by the Governor or connected persons.
- 8.2.4 A Governor or connected person may receive interest on money lent to the School at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 8.2.5 A Governor or connected person may receive rent for premises let by the Governor or connected person to the School. The amount of the rent and the other terms of the lease must be reasonable and proper. The Governor concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 8.2.6 A Governor or connected person may take part in the normal trading and fundraising activities of the School on the same terms as members of the public,

Except as provided for above, the Governors shall not be entitled to receive any remuneration other than travelling, hotel and other expenses properly and reasonably incurred by them in connection with the conduct of the affairs of the School.

8.3 Payment for supply of goods only – controls

The School and its Governors may only rely upon the authority provided by sub-clause 8.2.3 of this article if each of the following conditions is satisfied:

- 8.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the School and the Governor or connected person supplying the goods ('the Supplier') under which the Supplier is to supply the goods in question to or on behalf of the School.
- 8.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 8.3.3 The other Governors are satisfied that it is in the best interests of the School to contract with the Supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so.
- 8.3.4 The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the School.
- 8.3.5 The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
- 8.3.6 The reason for their decision is recorded by the Governors in the minute book.
- 8.3.7 A majority of the Governors then in office are not in receipt of remuneration or payments authorised by article 7.

8.4 In sub-clauses 8.2 and 8.3 of this article:

- 8.4.1 'School' includes any company in which the School:
 - 8.4.1.1 holds more than 50% of the shares; or
 - 8.4.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.4.1.3 has the right to appoint one or more directors to the board of the company.
- 8.4.2 'connected person' includes any person within the definitions in 'Interpretation'.

9. DISSOLUTION

- 9.1 If the School is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 9.1.1 by transfer to one or more other bodies established for exclusively charitable purposes which are the same as or similar to the Objects or any of the Objects.
 - 9.1.2 directly for the Objects or charitable purposes within or similar to the Objects or any of the Objects.
 - 9.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.
- 9.2 In no circumstances shall the net assets of the School be paid to or distributed among the Members.
- 9.3 A final report and statement of account must be sent to the Commission.

10. APPOINTMENT AND REMOVAL OF MEMBERS AND GOVERNORS

- 10.1 Such persons as are admitted to membership in accordance with the Articles shall be Members subject to their ceasing to be Members in accordance with this Article and their names shall be entered in the Register of Members of the School.
- 10.2 No person shall be admitted as a Member other than a Governor.
- 10.3 The number of Governors shall not be fewer than eight and shall not exceed a maximum of 20 competent persons of whom, when the Board is complete, 1 shall be nominated and 19 shall be co-opted in accordance with this Article.
- 10.4 Each Governor shall be a Member. A person who is eligible is appointed as a Member and Governor simultaneously.
- 10.5 No one is eligible to be a Member if they would be disqualified from being a Governor under article 10.30.
- 10.6 The Board of Governors may appoint any such person, as they in their discretion consider suitable to be a Governor to fill a casual vacancy up to the maximum number of Governors permitted under these Articles at any one time.
- 10.7 The Company may by special resolution passed in General Meeting increase or reduce the number of Governors and determine in what rotation such numbers shall go out of office.
- 10.8 Except with the consent of the Charity Commission no person employed by the School shall be a Governor.

- 10.9 A Governor may be a Parent of a current pupil at the School ('a Governor Parent') with no more than three of the maximum complement of twenty being Governor Parents at any one time.
- 10.10 A person may be a Governor Parent notwithstanding that he or she is the Parent of a pupil who is in receipt of a bursary or other means-tested award or benefit.
- 10.11 Subject to Article 10.12 below, there shall be one Nominated Governor who shall be nominated by the Old Wellingburian Club. Such Nominated Governor shall be an individual and not a company and their appointment shall, subject as below, be approved by the Governors and subject to the usual pre-appointment checks in line with Keeping Children Safe in Education and Safer Recruitment in Education protocols or such other relevant documents published by the Department for Education which may supersede these from time to time.
- 10.12 The right for the Old Wellingburian Club to appoint a Nominated Governor remains at the discretion of the School.
- 10.13 A casual vacancy in the Board shall be deemed to arise if, without default of the Governors, a nomination by the Old Wellingburian Club has not been made within eight weeks of a written request by the Board.
- 10.14 The Nominated Governor nominated by the Old Wellingburian Club shall serve for four years. Such person then may be reappointed for two further additional periods of four years each, but no more than twelve consecutive years in total.
- 10.15 A person appointed as a Nominated Governor may be, but need not be, a member of the appointing body.
- 10.16 A Nominated Governor shall act as such in his own right and not as the delegate of the appointing body.

Co-opted Governors

- 10.17 There shall be a maximum of 19 Co-opted Governors.
- 10.18 The Board of Governors may appoint to the Board by simple majority vote such persons as they consider suitable to be Co-opted Governors at any time.
- 10.19 The appointment of a Co-opted Governor will be for a term of four years. Such person then may be reappointed for two further additional periods of four years each, but no more than twelve consecutive years in total.

Application for membership / governorship

- 10.20 A person invited by the Board or otherwise wishing to become a Member and Governor of the School shall apply in Hardcopy or Electronic form (but no more than once each year) addressed to the 'Chairman of Governors' at the Office and shall send a letter of recommendation signed and dated by two current Governors.

- 10.21 Every person wishing to become a Governor will be required to sign a declaration of acceptance and of willingness to act as a Governor and also consent to becoming a Member, in the form prescribed by the Board of Governors from time to time, and shall if requested make disclosures for the purposes of such statutory checks as may be reasonably required by the Board.
- 10.22 Any such declaration shall include confirmation that the proposed Governor is not disqualified from becoming a Governor by reason of any provision in these Articles, or by law but the Board of Governors shall not unless required by law be required to carry out any independent investigation on such matter and shall be entitled to rely on such information.
- 10.23 The Board may accept or decline each application without stating their reasons.
- 10.24 Each new Governor shall become entitled to the rights of membership and governorship including but not limited to the right to such information and advice with regard to the activities of the School or any of its officers may reasonably be able to supply.

Removal of Members and Governors

As to a person ceasing to be a Member:

- 10.25 A person shall cease to be a Member when he ceases to be a Governor and his or her name shall be removed from the Register of Members,
- 10.26 No Member may withdraw from membership except on ceasing to be a Governor, and
- 10.27 Membership shall not be transferable.
- 10.28 In accordance with the Companies Acts upon giving of special notice of 28 days the School may by passing an ordinary Members' resolution (and complying with the procedures set out in ss68 and 169 of the Companies Acts) remove any Governor before the end of his or her period of office notwithstanding anything in these Articles or any agreement between the School and the Governor to the contrary.
- 10.29 The removal of a Member shall be without prejudice to and shall not affect any obligation or liability incurred by him or her to which he or she was subject prior to the removal.
- 10.30 Upon ceasing to be a Governor for any reason the person shall simultaneously cease to be a Member and vice-versa in the following circumstances:-
 - 10.30.1 Upon dying;
 - 10.30.2 Upon, in the reasonable opinion of the majority of the Governors, becoming incapable of managing his or her affairs and a resolution being passed by the Governors to that effect;
 - 10.30.3 Upon being declared bankrupt or making any arrangement with his creditors;

- 10.30.4 Upon removal from office by ordinary Members' resolution of the School in accordance with article 10.28;
- 10.30.5 If in the view of the Board of Governors there has been an unreasonable failure to declare the nature of any direct or indirect interest in School business as required by the Companies Acts;
- 10.30.6 If he or she has been removed from the office of charity trustee or trustee of a school by an order made by the Commission or the High Court on the grounds of misconduct or mismanagement in the administration of the School for which he or she was responsible or to which he or she was privy, or which he or her by his or her conduct contributed to or facilitated;
- 10.30.7 If at any time his or her name is included in any list of persons considered to be unsuitable to have access to children or young persons (which shall include, without limitation, the Sex Offenders Register);
- 10.30.8 If at any time prior to taking office as a Governor or since taking office he or she has been convicted, or charged, and the charge has not been dropped, of an offence of a type, or carrying such punishment, as the Board may prescribe by rules made for the purpose from time to time;
- 10.30.9 In any other circumstance prior to taking office as a Governor or since taking office considered by the Board to be material, he or she is disqualified in accordance with rules made for the purpose.
- 10.30.10 If he or she ceases to be a Governor by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 10.30.11 If he or she is disqualified from acting as a Governor by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 10.30.12 If he or she resigns as a Governor by notice to the School (but only if at least five Governors or such other number as enables the Board to remain quorate will remain in office when the notice of resignation is to take effect); or
- 10.30.13 If he or she is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.
- 10.31 A retiring Governor shall be eligible for re-election in accordance with article 10.20 and 10.34.
- 10.32 The provisions in article 10.33 and 10.34 apply to all Governors appointed after 1st January 2019. For Governors appointed prior to 1st January 2019, who may have already served twelve years, a maximum of 16 continuous years of service is allowable.
- 10.33 The Board may agree to waive the requirement for a Governor to cease to be a Governor after serving the maximum permitted continuous term of office, in exceptional

circumstances and in the School's best interest. Any such waiver must only be for 12 months' duration but may be agreed again if the Governors think fit.

- 10.34 On resignation or retirement from the Board, a Governor, may, after a period of at least 12 months, become eligible for re-election, subject to their continuing to meet eligibility criteria.

11. GENERAL MEETINGS

- 11.1 All meetings of Members are called General Meetings.

11.1.1 The School may hold an Annual General Meeting each year; the board will decide whether or not to do so.

11.1.2 The Board may call a General Meeting at any time.

11.2 Notice of General Meetings

11.2.1 The minimum period of notice required to hold a General Meeting is:

11.2.1.1 fourteen clear days.

11.2.1.2 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

11.2.2 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 11.5.

11.2.3 The notice must be given to all the Members (who are also the Governors) and auditors.

- 11.3 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the School.

11.4 Proceedings at General Meetings

11.4.1 No business shall be transacted at any General Meeting unless a quorum is present.

11.4.2 A quorum is 25% of the total number of Members, no more than one of whom should be a Governor Parent.

11.4.3 If:

- 11.4.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 11.4.3.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Members shall determine.
- 11.4.4 Any meeting of the Members may be held by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
 - 11.4.5 The Governors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - 11.4.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
 - 11.4.7 General Meetings shall be chaired by the person who has been appointed to chair meetings of the Governors in accordance with Article 12.9.
 - 11.4.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Governor nominated by the Members present shall chair the meeting.
 - 11.4.9 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - 11.4.10 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - 11.4.11 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - 11.4.12 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
 - 11.4.13 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - 11.4.13.1 by the person chairing the meeting; or
 - 11.4.13.2 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

- 11.4.14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 11.4.15 The result of the vote must be recorded in the minutes of the School, but the number or proportion of votes cast need not be recorded.
- 11.4.16 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 11.4.17 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 11.4.18 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- 11.4.19 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 11.4.20 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 11.4.21 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 11.4.22 The poll must be taken within thirty days after it has been demanded.
- 11.4.23 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 11.4.24 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

11.5 Content of proxy notices

- 11.5.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which: -
 - 11.5.1.1 states the name and address of the Member appointing the proxy;
 - 11.5.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 11.5.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
 - 11.5.1.4 is delivered to the School in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

11.5.2 The School may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

11.5.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

11.5.4 Unless a proxy notice indicates otherwise, it must be treated as:-

11.5.4.1 allowing the person appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

11.5.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

11.6 **Delivery of proxy notices**

11.6.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the School by or on behalf of that person provided that the proxy in such circumstances would no longer be entitled to vote at such meeting in respect of such person.

11.6.2 An appointment under a proxy notice may be revoked by delivering to the School a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

11.6.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

11.6.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

11.7 **Written resolutions**

11.7.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

11.7.1.1 a copy of the proposed resolution has been sent to every eligible member;

11.7.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and

- 11.7.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- 11.7.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

11.8 **Votes of Members**

- 11.8.1 Every Member shall have one vote.

- 11.8.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

12. **GOVERNORS**

- 12.1 A person who is appointed as a Member under article 10 automatically becomes a Governor.

- 12.2 A Governor may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Board.

12.3 **Powers of Governors**

- 12.3.1 The Governors shall manage the business of the School and may exercise all the powers of the School unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

- 12.3.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Governors.

- 12.3.3 Any meeting of Governors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

12.4 **Remuneration of Directors**

The Governors must not be paid any remuneration unless it is authorised by article 8.

12.5 **Proceedings of Governors**

- 12.5.1 The Governors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

- 12.5.2 Any Governor may call a meeting of the Governors.

- 12.5.3 The secretary (if any) must call a meeting of the Governors if requested to do so by a Governor.

- 12.5.4 Questions arising at a meeting shall be decided by a majority of votes
- 12.5.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 12.5.6 Any meeting of the Governors may be held by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
- 12.5.7 No decision may be made by a meeting of the Governors unless a quorum is present at the time the decision is purported to be made. ‘Present’ includes being present by suitable electronic means agreed by the Governors in which a participant or participants may communicate with all the other participants.
- 12.5.8 The quorum 25% of all the Governors, no more than one of whom shall be a Governor Parent.
- 12.5.9 A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.
- 12.5.10 If the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.
- 12.5.11 The Governors shall appoint a Governor to chair their meetings and may at any time revoke such appointment.
- 12.5.12 If no-one has been appointed to chair meetings of the Governors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Governors present may appoint one of their number to chair that meeting.
- 12.5.13 The person appointed to chair meetings of the Governors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Governors.
- 12.5.14 A resolution in writing or in electronic form agreed by a simple majority of all of the Governors entitled to receive notice of a meeting of the Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held provided that:
 - 12.5.14.1 a copy of the resolution is sent or submitted to all the Governors eligible to vote; and
 - 12.5.14.2 a simple majority of Governors has signified its agreement to the resolution in an authenticated document or docs which are received at the registered office within the period of 28 days beginning with the circulation date.

- 12.5.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Governors has signified their agreement.

12.6 Declaration of Governors' interests

A Governor must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the School or in any transaction or arrangement entered into by the School which has not previously been declared. A Governor must absent himself or herself from any discussions of the School Governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the School and any personal interest (including but not limited to any personal financial interest).

12.7 Conflicts of interests and conflicts of loyalties

- 12.7.1 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:

- 12.7.1.1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 12.7.1.2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
- 12.7.1.3 the unconflicted Governors consider it is in the interests of the School to authorise the conflict of interests in the circumstances applying.

- 12.7.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

12.8 The Chairman of Governors

- 12.8.1 The Chairman of the Board shall be the person appointed by a simple majority by the Board to serve as Chairman. The Board may appoint the Chairman for the duration of his/her term of office as Governor or such shorter period as they think fit.
- 12.8.2 The Chairman may be removed as Chairman by the Board at any time by a simple majority of the Board.

- 12.8.3 The Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles including the right (unless disqualified by reason of a personal interest) to chair each General Meeting, each meeting of the Board of Governors and each meeting of the Council and the right to a second and casting vote in any case of equality of votes at every such meeting (but shall not have a casting vote in the case of a written resolution of the Members). The expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman.

12.9 The Deputy Chairman of Governors

- 12.9.1 The Deputy Chairman of the Board shall be the person appointed by a simple majority of the Board to serve as Deputy Chairman. The Board may appoint the Chairman for the duration of his/her term of office as Governor or such shorter period as they think fit.
- 12.9.2 When acting as Chairman the Deputy Chairman shall have the same rights as the Chairman.
- 12.9.3 The Deputy Chairman may be removed from office by the Board at any time by simple majority vote of the Board.

12.10 Secretary

- 12.10.1 The Board may appoint and remove a Secretary. The Secretary shall not be a Governor. The Secretary shall be appointed for such time and paid such reasonable remuneration as the Board think fit. The Secretary shall attend all Board meetings.
- 12.10.2 An assistant or deputy Secretary may be appointed by the Governors to act in place of the Secretary in his or her absence.

12.11 The Powers of The Board

- 12.11.1 The business of the School shall be managed by the Board who may exercise all the powers of the School except those which by these Articles or by the Companies Acts are required to be exercised only in a General Meeting.
- 12.11.2 The Board shall be entitled to prescribe a Scheme of Management for the management of the School in such terms as the Governors in their absolute discretion think fit but consistent always with the terms of these Articles (if/as amended).
- 12.11.3 The Board may act even though there is a vacancy in their body provided that if there are fewer than eight Governors, they may act as the Board only to
- 12.11.3.1 appoint Governors;

12.11.3.2 call a General Meeting and

12.11.3.3 act to preserve the assets of the Governors and the maintenance of the School as a going concern or take other urgent action.

12.11.4 The Board may delegate any of its powers to committees consisting of at least one Governor and such other person as they think fit. The Board shall prescribe a quorum for the business of all committees.

12.11.5 Any committee so formed shall report all acts and proceedings to the Board as soon as is reasonably practicable.

13. **ACCOUNTS**

13.1 Accounting records shall be kept by the Governors in accordance with the Companies Acts and with the Charities Acts and any Statement of Recommended Practice in force from time to time at the Office or such other place as the Governors think fit.

13.2 The accounting records shall be open to inspection by the Governors at all reasonable times.

13.3 The Governors shall cause the accounts and all annual statements and reports to be laid before the Members in accordance with the Charities Acts and the Companies Acts

13.4 A copy of every annual statement of accounts, auditor's report and report of the Board which is to be laid before the Members at General Meeting shall be sent to every Governor, Member or other individual entitled to receive notices of General Meetings in hardcopy or electronic form no later.

14. **AUDIT**

14.1 Auditors shall be appointed by the Governors each year and their duties regulated in accordance with the Companies Acts. The appointment by the Governors shall be deemed to be approved by the Members as if they are the same individuals.

14.2 At least once in every year the Company accounts shall be independently audited by a properly qualified auditor as defined by the Companies Acts.

15. **ANNUAL REPORT AND ANNUAL RETURN**

15.1 The Governors shall comply with their obligations under the Charities Acts with regard to the preparation of an annual report and annual return and their transmission to the Charity Commission.

- 15.2 The Governors shall also comply with their obligations under the Companies Acts as to the preparation of a confirmation statement and its transmission to the Registrar of Companies, together with all forms and resolutions as appropriate.

16. INDEMNITY

- 16.1 Subject to the provisions of the Companies Acts, and the Charities Acts, every Governor, Secretary or other officer of the School shall be entitled to be indemnified out of the assets of the School against all costs and liabilities incurred by that person in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him acting in his or her role, save that no such officer shall be entitled to be indemnified:
- 16.1.1 For any liability incurred by him or her to the School or any associated company of the School.
 - 16.1.2 For any fine imposed in criminal proceedings;
 - 16.1.3 For any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 16.1.4 For any costs for which he or she has become liable in defending any criminal proceedings in which he is convicted, and such conviction has become final;
 - 16.1.5 For any costs for which he has become liable in defending any civil proceedings brought by the School or an associated company in which a final judgment has been given against him or her; and/or
 - 16.1.6 For any costs for which he has become liable in connection with any application under sections 144 and 727 of the Companies Act 1985 or sections 661(3) or (4) and 1157 of the Companies Act 2006 in which the court refuses to grant him or her relief and such refusal has become final.

17. THE COUNCIL

- 17.1 There shall exist a body called the Council, the purpose of which is to act as a consultative body representing the School's community and interested parties.
- 17.1.1 The Governors shall be members of the Council and in addition the Governors shall admit for membership up to 15 other members who are not Governors but are members of the Council.
 - 17.1.2 Membership of the Council (other than for serving Governors) is for a period of four years from appointment, after which they may be re-nominated for one further term of four years.
 - 17.1.3 Membership of the Council is not transferable.

17.1.4 The term of a member of the Council is terminated:-

- 17.1.4.1 Upon dying or becoming incapable of managing his or her affairs;
- 17.1.4.2 Upon being declared bankrupt or making any arrangement with his or her creditors;
- 17.1.4.3 At any time when he or she 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) or by virtue of any provision in the Companies Acts,
- 17.1.4.4 Upon resignation in writing, on the expiry of at least two weeks' notice given by the member in writing to the Chairman. Such notice may not be withdrawn without the written consent of the Board of Governors;
- 17.1.4.5 Upon removal from office by the Board if considered to be in the School's best interest;
- 17.1.4.6 If in the view of the Board there has been an unreasonable failure to declare the nature of any direct or indirect interest in business;
- 17.1.4.7 Upon being disqualified by virtue of any provision of the Charities Acts;
- 17.1.4.8 If he or she has been removed from the office of charity trustee or trustee of a school by an order made by the High Court on the grounds of misconduct or mismanagement in the administration of the School for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated;
- 17.1.4.9 If at any time his or her name is included in any list of persons considered to be unsuitable to have access to children or young persons (which shall include, without limitation, the Sex Offenders Register);
- 17.1.4.10 If at any time prior to taking membership or since taking membership he or she has been convicted, or charged, and the charge has not been dropped, of an offence of a type, or carrying such punishment, as the Board of Governors may prescribe by Rules made for the purpose from time to time;
- 17.1.4.11 Upon being absent from 2 consecutive Council meetings without such absence having been approved by the Chairman
- 17.1.4.12 In any other circumstance prior to taking membership or since taking membership considered by the Board of Governors to be material, he or she is disqualified in accordance with Rules made for the purpose.

18. **SAFEGUARDING**

Each Governor and Council member shall be required both at the time of their appointment and at intervals thereafter determined by the Board, to make disclosures in compliance with national regulations which relate to the safeguarding of the Pupils.