

**The Newcastle upon Tyne
Royal Grammar School**



**Minutes of the
General Meeting of Members
held on 28 February 2020**

Present:	Mrs Julie Drummond	(Chair)
	Mrs Claris D'cruz	
	Mr Paul Campbell	
	Mr Isaac Evbuomwan	
	Mr Alan Fletcher	
	Mrs Tracey Hartley	
	Professor Sophie Hambleton	
	Miss Scarlett Milligan	
	Mrs Catherine Murphy	via telephone
	Mr Tony Murphy	
	Mr Ian Simpson	
	Mrs Carole Stonehouse	
	Mr Trevor Thorne	
	Mrs Sue Woodroofe	via telephone
In attendance:	Mr Geoffrey Stanford	Head
	Mr Tom Keenan	Deputy Head
	Mrs Sally Green	
	Dr Michael Pitkethly	(Bursar and Clerk to the Governors)



1. Apologies

Apologies were received from Mr Hugh Fell, Mrs Aarti Gupta, Prof. Muzilfah Haniffa and Mr Alex Lamb

2. Quorum

2.1 IT WAS NOTED that a quorum was present.

2.2 There was produced to the meeting a notice (**Notice**) convening the meeting and, with the consent of all members present, the Notice was taken as read.

3. Articles of Association

The Chair introduced the subject of the meeting by saying that at the General Meeting on the 21 January 2020 that some further tidying up of the text of the revised articles of association had been identified and it had been agreed not to adopt the Articles of Association as tabled at that meeting.

The proposed Articles of Association had been tidied up and a final version was presented to the members, copies of the amended Articles had been circulated previously (copies are filed with the official minutes).

The Chair thanked the working group for their thorough work.

4. Proposed Resolution

The following resolution was proposed and unanimously passed as a special resolution on a show of hands:

"That the articles of association attached to this resolution and for the purposes of identification initialled by the Company Secretary be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company."

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a series of loops and a final vertical stroke.

2-3-2020

THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

ARTICLES OF ASSOCIATION

**As amended by Special Resolutions on
12 November 2007, 8 November 2010, 15 June 2012, 28 February 2014,
1 April 2015 and 28 February 2020**

SATURDAY

THE COMPANIES ACTS 1985 - 2006
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

1. NAME & REGISTERED OFFICE

- 1.1 The name of the Charity is "The Newcastle upon Tyne Royal Grammar School".
- 1.2 The registered office of the Charity is to be in England and Wales.

2. INTERPRETATION

- 2.1 In these Articles the following expressions have the following meanings:-

"Act"	the Companies Act 2006 including any statutory modification or re-enactment of that Act for the time being in force;
"Annual Governors Meeting"	has the meaning given in Article 19.2.
"Board"	the board of Governors;
"Chair"	the chair of the Board;
"Charity"	the company governed by these Articles;
"Charity Commission"	the Charity Commission of England and Wales;
"Committee"	a committee of the Board;
"Connected Person"	means any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Governor, any firm or body corporate (including a limited liability partnership) of which a Governor is a member or employee and any company of which a Governor is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;
"Co-opted Governor"	a governor appointed by the Board pursuant to Article 14.3;
"Current Governor"	A governor who is in post on 28 February 2020;
"Eligible Governor"	means those Governors who are eligible to vote on a particular decision;

"Governor"	a director of the Charity (who shall also be a charity trustee for the purposes of the Charities Act 2011);
"Member"	a member of the Charity;
"Register"	means the register of Members;
"School"	the Newcastle upon Tyne Royal Grammar School referred to in Article 4.1; and
"Secretary"	the secretary of the Charity (who shall also be known as the Clerk to the Governors).

2.2 In these Articles:-

- 2.2.1 any gender includes any other gender;
- 2.2.2 the singular includes the plural and vice versa;
- 2.2.3 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality);
- 2.2.4 the headings in these Articles are for convenience only and shall not affect the interpretation of these Articles;
- 2.2.5 any reference to a statutory provision includes a reference to any modification, consolidation or re-enactment of the provision from time to time in force and all subordinate instruments, orders or regulations made under it;
- 2.2.6 the ejusdem generis rule shall not apply, so that general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things; and
- 2.2.7 references to writing include any method of reproducing words in a legible and non-transitory form.

3. **OBJECTS**

The objects for which the Charity is established (the "Objects") are for the public benefit:

- 3.1 the education of children and young persons in the North East of England;
- 3.2 to provide facilities in the interests of social welfare for the education, recreation or other leisure activities (including but not limited to the arts) of the public at large with a view to improving the conditions of life in Newcastle upon Tyne and the North East of England.

4. **POWERS**

In furtherance of the Objects the Charity shall have the following powers:-

- 4.1 To acquire and take over, maintain, carry on, manage and develop the goodwill and undertaking of The Newcastle upon Tyne Royal Grammar School, Newcastle upon Tyne, and the premises upon which such undertaking is carried on and all such assets and liabilities thereof as may be lawfully acquired by the Charity.

- 4.2 To provide educational and recreational facilities and services to students of all ages and the wider community.
- 4.3 To act as corporate trustee of any charity which is capable of furthering the Objects.
- 4.4 To hold permanent endowment and other property of any kind upon trust and to undertake any charitable trusts which may lawfully be undertaken by the Charity.
- 4.5 To make bursaries, scholarships, exhibitions, prizes and awards available to pupils and former pupils and otherwise to encourage pupils and former pupils.
- 4.6 To apply for, collect and receive, donations, grants, subscriptions and other financial assistance, or property, of any kind, from any source, whether unconditionally or subject to any trusts or conditions and generally to raise funds for the Objects.
- 4.7 To make loans, grants, donations or other payments of money or of any other kind of property to any individual, group of individuals, partnership, body corporate, local authority or unincorporated association whose activities or objects further the Objects and to provide such persons or bodies with any other kind of assistance, subject to such trusts or conditions, if any, as the Charity may think fit to impose or accept.
- 4.8 To purchase, lease, exchange, hire or otherwise acquire any real or personal property and any rights and/or to construct, develop, invite designs for, maintain and alter any buildings or erections necessary for the work of the Charity.
- 4.9 To carry on trading activities insofar as either the trade is exercised in the course of the actual carrying out of the Objects of the Charity or the trade is temporary and ancillary to the carrying out of the Objects of the Charity.
- 4.10 To present, promote, facilitate, organise and manage exhibitions, lectures, conferences, seminars, displays and courses of instruction and to fix and receive admission fees and other charges therefore.
- 4.11 To procure, prepare, print, publish, issue and disseminate any programme, pamphlet, book, document, film, recording or other work, and to fix and receive fees, royalties and other charges.
- 4.12 To establish, support, whether financially or otherwise, any charitable trusts, associations, or institutions whose objects are within or similar to the Objects.
- 4.13 To amalgamate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and wherever situated) whose objects are similar to those of the Charity which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Article 5.
- 4.14 To subscribe to, become a member of, co-operate with or enter into partnership with any organisation, institution, society or body involved or interested in matters which are within the Objects.
- 4.15 To sell, manage, lease, mortgage, dispose of, or otherwise deal with any property of the Charity (but only in accordance with the restrictions imposed by the Charities Act 2011).

- 4.16 To borrow and raise money in such manner and on such security as the Charity may think fit and to issue debentures and other securities (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.17 To incorporate, promote, subscribe for, acquire and hold shares, stocks, debentures or other obligations of any other Charity (including without limitation non-charitable subsidiary companies wholly owned and controlled by the Charity).
- 4.18 To deposit or invest the moneys of the Charity not immediately required for its purposes in any manner (but to have regard to the suitability of investments, the need for diversification and the need for obtaining advice from a financial expert).
- 4.19 To delegate the management of investments to a financial expert, but only on the terms set out in this Article 4.19.

4.19.1 Where the Governors make any delegation under this Article they shall:-

- (a) inform the investment manager in writing of the extent of the Charity's investment powers;
- (b) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
- (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- (d) ensure that they are kept informed about and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him/her of his/her delegated authority;
- (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- (f) review the appointment at such intervals not exceeding 36 months, as they think fit.

4.19.2 Where the Governors make any delegation under this Article they shall do so on the terms that:-

- (a) the investment manager shall comply with the terms of his/her delegated authority;
- (b) the investment manager shall not do anything which the Governors do not have the power to do;
- (c) all payments due to the investment manager are on a scale or at a level which is agreed in advance and are reported regularly to the Governors on receipt;
- (d) the Governors may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this paragraph; and
- (e) the Governors shall give directions to the investment manager as to the manner in which he/she is to report to them all sales and purchases of investments made on their behalf.

- 4.20 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a body corporate registered or having an established place of business in England and Wales) under the control of the Governors or of a financial expert acting under their instructions and to pay any reasonable fee required.
- 4.21 To make all reasonable provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants.
- 4.22 To purchase, acquire and obtain interests in the copyright of any work which can be used or adapted for the Objects.
- 4.23 Subject to Article 5 to employ paid or unpaid agents, advisers or staff.
- 4.24
- 4.24.1 To insure and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as be thought fit; and,
- 4.24.2 To provide indemnity insurance to cover the liability of the Governors:
- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity;
- (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.
- 4.24.3 Any such insurance in the case of Article 4.24.2(a) shall not extend to:
- (a) any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the Charity, or where the Governors did not care whether such conduct was in the best interests of the Charity or not;
- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;
- (c) any liability to pay a fine.
- 4.24.4 Any insurance in the case of Article 4.24.2(b) shall not extend to any liability to make such a contribution where the basis of the Governor's liability is his/her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 4.25 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.26 To set aside funds for special purposes or as reserves against future expenditure.

- 4.27 To purchase, acquire or undertake all or any of the property, assets, liabilities and engagements of charitable organisations, institutions, societies or bodies with which the Charity is authorised to amalgamate.
- 4.28 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which the Charity is authorised to amalgamate.
- 4.29 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to forming, registering and obtaining professional advice in relation to the Charity.
- 4.30 To do all such other lawful things which promote or help to promote the Objects.

5. **BENEFITS TO MEMBERS/GOVERNORS**

The income and property of the Charity shall be applied solely towards the promotion of its Objects and may not be paid directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member. No Governor appointed to any office of the Charity or any Connected Person shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by the Charity:-

- 5.1 of reasonable and proper remuneration to any Member or officer or servant of the Charity (who is not a Governor) for any services rendered to the Charity;
- 5.2 of financial or other assistance of any kind to any individual, group of individuals, partnership, body corporate, local authority, or unincorporated association whose objects and/or activities further the Objects (whether or not such a person is a Governor or Member);
- 5.3 of interest at a reasonable rate on money lent by any Member or Governor to the Charity;
- 5.4 of reasonable and proper rent for premises demised or let by any Member or Governor;
- 5.5 of fees, remuneration or other benefit in money or money's worth to a company of which a Governor may be a member holding not more than 1% of the capital of that company;
- 5.6 to any Governor of reasonable out-of-pocket expenses;
- 5.7 to any Governor who is engaged in any profession (or to his/her firm or company) of any professional or other charges for work carried out by such Governor or his/her firm or company on behalf of the Charity whether or not it is work which any Governor could do provided that at no time shall a majority of Governors benefit under this provision and that a Governor shall withdraw from any meeting at which his/her or her appointment or remuneration, or that of his/her firm or company is under discussion;
- 5.8 of insurance premia or pursuant to the indemnities referred to in Article 25 and
- 5.9 of any premium in respect of any indemnity insurance to cover the liability of the Governors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Governor knew, or must be

assumed to have known, was not in the best interests of the Charity, or where the Governor did not care whether such conduct was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governor;

5.10 of a bursary or scholarship to the children of a Governor (or the children of a Connected Person) provided that the requirement of Article 20 is followed in such circumstances;

5.11 of payments made to a Governor for services provided to the Charity as authorised by section 185 Charities Act 2011 and provided that the requirements of that section are fully met; and

5.12 in exceptional cases, of other payments or benefits (but only with the prior written approval of the Charity Commission).

6. AMENDMENTS

No addition, alteration or amendment which is required by section 198 of the Charities Act 2011 to be approved by the Charity Commission shall be made to the articles of association of the Charity for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commission.

7. LIMITED LIABILITY

The liability of the Members is limited.

8. GUARANTEE

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

9. DISSOLUTION

9.1 If the Charity is dissolved any assets 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 within or similar to the Objects;

9.1.2 directly for the Objects or charitable purposes within or similar to the Objects;

9.1.3 in such other manner consistent with the charitable status as the Charity Commission approves in writing in advance.

9.2 A final report and statement of account must be sent to the Charity Commission.

10. MEMBERSHIP

10.1 The Members of the Charity shall be its Governors from time to time provided that no Governor shall become a Member until he/she signs the Charity's register of Members or consents in writing to become a Member.

10.2 Membership terminates automatically if a Member ceases to be a Governor.

10.3 The Charity shall keep a register of Members in accordance with the Act.

10.4 Membership of the Charity is not transferable.

11. GENERAL MEETINGS

11.1 A general meeting must be called on at least 14 clear days' notice. In calculating the notice period the day on which the notice is served or deemed to be served, and the day for which it is given, shall not be counted.

11.2 A general meeting of the Charity is deemed to have been validly called notwithstanding that it is called by shorter notice than specified in Article 11.1 if it is so agreed by a majority in number of the Members having a right to attend and vote together representing at least 90% of the total voting rights which may be cast at meetings of the Members.

11.3 The notice of a general meeting must specify:-

11.3.1 the location of the meeting;

11.3.2 the date and time of the meeting; and

11.3.3 the general nature of the business to be discussed at the meeting.

11.4 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive the same does not invalidate the proceedings at that meeting.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 Subject to Article 12.2.2, no business shall be transacted at any general meeting unless a quorum is present in person or by proxy when the meeting proceeds to business. Unless otherwise provided by these Articles the quorum shall be not less than the greater of half of the total number of Members from time to time (rounded up to the nearest whole number) or 7 members whether present in person or by proxy.

12.2 If, within half an hour from the time appointed for a meeting, a quorum is not present:-

12.2.1 if convened at the request of Members, the meeting shall be dissolved;

12.2.2 in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Board shall appoint. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

12.3 The Chair or, in his/her absence, the Vice Chair, or such other Governor as the Governors present shall agree, shall preside as chair of the meeting. If neither the Chair nor such other Governor is present within 15 minutes after the time appointed for holding the meeting, or is unwilling to preside, the Members present shall choose a Governor to preside instead of the Chair. If there is only one Governor present and willing to act, he/she shall be the chair of that meeting.

12.4 The chair of the meeting may, with the consent of any quorate meeting, (and must if so directed by the meeting) adjourn the meeting. No business may be transacted at any

adjourned meeting other than business which might have been properly transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 days' notice must be given specifying the time and place of the adjourned meeting and the general business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 12.5 Except where otherwise provided by the Act and in these Articles, every issue shall be decided by a majority of the votes cast.
- 12.6 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - 12.6.1 by the chair of the meeting; or
 - 12.6.2 by at least two Members having the right to vote at the meeting; or
 - 12.6.3 by a Member or Members representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.
- 12.7 Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 12.8 A poll shall be taken as the chair of the meeting directs and he/she may appoint scrutineers (who need not be Members) and fix a time and place of the meeting for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 12.9 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs being not more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 12.10 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.11 Subject to the provisions of the Act a resolution in writing is as effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents in the like form and will be treated as passed when it is signed by, or on behalf of, the proportion of those Members whose votes would have been required to pass it at a general meeting.

13. VOTES OF MEMBERS

- 13.1 Except for the chair of the meeting, who has a casting vote, every Member present in person or by proxy has one vote on each issue.
- 13.2 Votes may be given on a show of hands, or on a poll.
- 13.3 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered. Every vote not disallowed at the meeting is valid. Any objection made in due time must be referred to the chair of the meeting and his/her ruling in relation to any Member other than himself/herself is final and conclusive. In relation to the chair of the meeting, the question must be decided by ordinary resolution of the other Members.
- 13.4 Every Member shall be entitled to appoint another person as his/her proxy in accordance with the Act. A proxy does not need to be a Member.

14. THE BOARD OF GOVERNORS

- 14.1 The number of Governors shall be not less than 10 and not more than 20.
- 14.2 Subject to Article 14.1, the Charity shall have up to 20 Co-opted Governors provided that no more than a minority of Governors may be parents or guardians of pupils at the School at any point in time;
- 14.3 The Board may with the approval of not less than a majority of those Governors present appoint a person who is willing to act to be a Co-opted Governor.
- 14.4 No person may be appointed a Governor:-
 - 14.4.1 unless he/she is a natural person who has attained the age of 18 years;
 - 14.4.2 if he/she would be disqualified from office under the provisions of Article 18.
- 14.5 No person may act as a Governor until after signing a declaration of willingness to act as a Governor of the Charity and after the Charity has obtained a Disclosure and Barring Service check that confirms he/she is eligible to work with children.

15. TERM OF OFFICE, RETIREMENT AND ROTATION OF GOVERNORS

- 15.1 Subject to Articles 15.2 and 15.3, a Co-opted Governor shall be appointed for a term of up to three years. A Governor who has served his/her three year term may, if willing to act, hold office until the next Annual Governors' Meeting at which he/she must retire. A retiring Governor who remains qualified may, if willing to act, be reappointed for a maximum of three consecutive terms of office. If he/she is not reappointed, they shall retain office until the end of the meeting.
- 15.2 The Governors may, in circumstances which they consider to be exceptional, permit a Governor to serve one or more additional consecutive terms of office, provided that any such further reappointment may only take effect with the consent of at least 75% of the other Governors.
- 15.3 Time served by Current Governors shall count towards each three year term and the overall maximum of number of years.

16. BORROWING POWERS

Without prejudice to their general powers the Board may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Charity.

17. POWERS AND DUTIES OF THE BOARD

17.1 The affairs and property of the Charity shall be controlled and managed by the Board. It may exercise all such powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and as are not by the Act or these Articles required to be exercised or done by the Charity in general meeting, subject nevertheless to these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Charity in general meeting, but no regulation made by the Charity in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

17.2 The Board shall have the following powers in the administration of the Charity:-

17.2.1 to appoint (and remove) any person (including a Governor) to act as Secretary in accordance with the Act;

17.2.2 to make standing orders, consistent with these Articles and the Act to govern the proceedings at general meetings;

17.2.3 to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at the meetings of Committees;

17.2.4 to make regulations consistent with these Articles and the Act to govern proceedings, the administration of the Charity and the use of its seal (if any);

17.2.5 to establish procedures for the resolution of disputes within the Charity;

17.2.6 to make rules, regulations or codes of best practice governing the conduct of Members and/or Governors; and

17.2.7 to exercise any of the powers of the Charity which are not reserved to the Members.

17.3 The Board shall provide for the engagement of such officers and employees as it may consider necessary, and the regulation of their duties and the fixing of their terms of employment.

17.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.

17.5 The Board shall cause proper minutes to be made in books provided for the purpose including details of the names of people present at each meeting of the Board, of the Members and of any Committee and of all resolutions passed at and proceedings of all meetings of the Charity, the Board and any Committee. Such minutes, if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting of

the same body, shall be sufficient evidence without any further proof of the facts therein stated.

18. DISQUALIFICATION OF GOVERNORS

18.1 A Governor's term of office automatically terminates:-

- 18.1.1 if he/she ceases to hold office by virtue of any provision of the Act;
- 18.1.2 if he/she is disqualified from acting as a charity trustee under the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 18.1.3 if he/she is proven to be incapable, whether mentally or physically, of managing his/her own affairs;
- 18.1.4 if he/she retires from office under the provisions of Articles 15.1 to 15.13 and is not reappointed;
- 18.1.5 if he/she resigns his/her office by notice in writing to the Charity (but only if the number of Governors remaining in office would form a quorum at a meeting of the Governors);
- 18.1.6 if he/she is absent from more than three consecutive meetings of the Board in any period of 12 consecutive months unless the Board resolves that his/her office should not be vacated;
- 18.1.7 if he/she is removed from office by a resolution duly passed pursuant to section 303 of the Act;
- 18.1.8 if he/she is removed by the Governors in accordance with any rules, regulations or codes of conduct in force from time to time and applicable to the Governors.

18.2 A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he/she is:-

- 18.2.1 included in the children's barred list kept under section 2 of the Safeguarding of Vulnerable Groups Act 2006 (or is subject to any pre-existing restrictions on working with children prior to that Act coming into force); or
- 18.2.2 has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended (although this does not in any way affect the ability of the Charity to request that checks are undertaken by the Disclosure and Barring Service or any successor body as part of any pre-appointment process in relation to potential Governors), and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

19. PROCEEDINGS OF THE BOARD AND COMMITTEES

19.1 The Governors may appoint a chair and a vice chair of the Board from among their number each for a term of one year from the date of his/her appointment.

- 19.2 The Governors must hold at least three meetings each year. The Governors shall designate one meeting of Governors each year as the "Annual Governors' Meeting". At an Annual Governors' Meeting the Governors may:
- 19.2.1 appoint or re-appoint Governors;
 - 19.2.2 accept the retirement of those Governors who wish to retire;
 - 19.2.3 conduct any other business they see fit.
- 19.3 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair or some other Governor chosen by the majority of the Governors shall preside at each meeting of the Board.
- 19.4 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit but so that not less than two meetings shall be held in each year. Subject to Article 20.7.1, matters arising at any meeting shall be decided by a majority of votes with each Governor having one vote. In case of an equality of votes the Chair shall have a second or casting vote. A Governor may, and on the request of any Governor, the Secretary (if any) shall, at any time summon a meeting of the Board. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 19.5 Each Governor shall be given 7 clear days' written notice before the date of a meeting and a copy of the agenda for the meeting, provided that where the Chair determines that there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting and the copy of the agenda are given within such shorter period as he/she directs.
- 19.6 The Board may from time to time determine the quorum necessary for the transaction of business, but this shall never be less than the greater of half of the total number of Governors from time to time (rounded up to the nearest whole number) or 7 Governors.
- 19.7 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally.
- 19.8 The Governors may act notwithstanding any vacancy in their body, provided always that in case the Governors shall at any time be reduced to less than the minimum number required to form a quorum at a meeting, it shall be lawful for the remaining Governors to act as the Board for the purpose of appointing additional Governors or of convening a general meeting to appoint Governors, but not for any other purpose.
- 19.9 The Board may from time to time and at any time delegate any of its powers to Committees consisting of such Governors or other persons as it thinks fit. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Board and shall be required to report its proceedings to the Board fully and promptly. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 19.10 The Board or any Committee may agree to invite additional persons to attend their meetings for special purposes or to co-opt additional persons to be de facto members of any Committee, but such additional persons shall not have the right to vote. The Board or any Committee may seek advice from such persons as it or they shall think fit. Unless the Board resolves otherwise, the Head of the School and the Bursar of the School from time to time shall attend all meetings of the Board.

- 19.11 A technical defect in the appointment of a Governor, or a procedural defect, of which the Governors are unaware at the time shall not invalidate decisions taken at a Board meeting.
- 19.12 A written resolution signed by a majority of the Governors for the time being or by a majority of the members of any Committee shall be as valid and effectual as a resolution passed at a meeting of the Board or of such Committee duly convened, held and constituted. Any such resolution may consist of several documents in the like form each signed by one or more of the Governors or the members of the Committee or may be approved by letter or email, signed or agreed to by the Governor or member of the Committee giving the approval. The resolution will be treated as passed on the date of signature or agreement of a majority of the Governors (or a majority of the members of any Committee, as applicable).
- 19.13 Any Governor shall be able to participate in meetings of the Board by telephone or video conference provided that he/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 12 hours before the meeting and provided the Board has access to the appropriate equipment.

20. CONFLICTS OF INTEREST

- 20.1 To the extent required by law every Governor must disclose to the Charity all matters in which he/she or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Charity.

Conflicts of loyalty or duty

- 20.2 To the extent required by law every Governor is obliged to avoid situations in which he/she has (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Charity. Where a Governor is unable to avoid such a situation (a "conflicted Governor"), this obligation is not infringed if:
- 20.2.1 The situation could not reasonably be regarded as likely to give rise to a conflict of interest; or
- 20.2.2 the matter has been proposed and authorised by the Governors in the manner set out in Article 20.3
- 20.3 A matter proposed to the Governors, in relation to which a Governor(s) is/may be conflicted, may only be authorised by the Governors where:
- 20.3.1 Subject to Article 20.4, any requirements as to the quorum at the meeting at which the matter is considered is met without counting the conflicted Governor(s);
- 20.3.2 The matter is authorised without the conflicted Governor(s) voting on the matter (or would have been agreed to had their vote not been counted); and
- 20.3.3 The conflicted Governor(s) is absent from the meeting for that item unless expressly invited to remain to provide information.

- 20.4 Where there are insufficient Eligible Governors to form a quorum at a meeting (or part of it) the Eligible Governors present shall be deemed to form a quorum for the purposes of authorising the matter proposed to them under Article 20.2.2 provided that:
- 20.4.1 They are satisfied that the conflicted Governor(s) will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 20.4.2 The total number of Governors at the meeting is equal to or higher than the usual quorum for the Board meeting; and
 - 20.4.3 The total number of Eligible Governors at the meeting is at least two.

Conflicts relating to transactions or arrangements

- 20.5 Subject to Article 20.6, where a Governor or Connected Person has a direct or indirect interest in any proposed transaction or arrangement with the Charity, the Governor must:
- 20.5.1 Declare the nature and extent of that interest either at a meeting of the Governors or by written notice before the Charity enters into the transaction or arrangement;
 - 20.5.2 Be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 20.5.3 Not be counted in the quorum for that part of the meeting; and
 - 20.5.4 Be absent during any vote and have no vote on the matter (whether in a meeting or by written resolution).
- 20.6 Notwithstanding Article 20.5, the Governors are deemed to have authorised any proposed transaction or arrangement falling within Article 20.7 ("a permitted cause") and a Governor who is interested in a permitted cause may participate in the decision-making process and count towards the quorum for that part of the meeting (subject to the proviso in Article 20.7.1), and be permitted to vote in relation to the same.
- 20.7 This article applies when a Governor's interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to a conflict of interest, or the Governor's conflict of interest arises from any of the following permitted causes:
- 20.7.1 Where the proposed transaction or arrangement is one which applies to the interested Governor(s) in common with other third parties (including parents) and there is no benefit or detriment to the interested Governor(s) over and above that afforded to such third parties, provided that where a decision is taken in relation to the School fees (whether at a meeting or by written resolution), the total number of votes exercisable by those Governors who are parents of children at the School or otherwise have responsibility for payment (or part payment) of such fees shall never exceed 49% the total proportion of votes cast in relation to such decision;
 - 20.7.2 any transaction or arrangement with a charity of which a Governor is a trustee or with which he/she is otherwise connected and which is in furtherance of the Objects and which does not confer a personal benefit or detriment on the Governor;

- 20.7.3 any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the Charity (or the Charity with other charities) and in which a Governor does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit or detriment on the Governor; and
- 20.7.4 where the benefit or detriment is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.
- 20.8 Subject to Article 20.9, if a question arises at a meeting as to the right of a Governor to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Governor other than the Chair shall be final and conclusive.
- 20.9 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Governors at that meeting, for which purpose the Chair shall not be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 20.10 Provided the requirements of this Article 20 and the Act are met, a Governor shall not be regarded as being in breach of his/her duty to avoid conflicts of interest.

21. **SEAL**

If the Charity has a seal, the Board shall provide for the safe custody of the seal. The seal must not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Governors or of a Governor and the Secretary and the said Governors or Governor and Secretary shall sign every instrument to which the seal is affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity, such signatures are conclusive evidence that the seal has been properly affixed.

22. **RECORDS AND ACCOUNTS**

- 22.1 The Governors shall comply with the requirements of the Act and of the Charities Act 2011 as regards keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:-
 - 22.1.1 annual reports;
 - 22.1.2 annual returns; and
 - 22.1.3 annual statements of accounts.
- 22.2 The Governors must keep proper records of:-
 - 22.2.1 all proceedings at general meetings;
 - 22.2.2 all proceedings at Board meetings;
 - 22.2.3 all reports of Committees; and
 - 22.2.4 all professional advice obtained.
- 22.3 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours.

- 22.4 A copy of the Charity's latest available statement of account must be supplied on request to any person who makes a written request and pays the Charity's reasonable costs, within two months.

23. AUDITORS

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

24. NOTICES

- 24.1 Subject to these Articles, anything sent or supplied by or to the Charity under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.
- 24.2 The only address at which a Member is entitled to receive notices is the address shown in the Register or an electronic address provided for that purpose.
- 24.3 Subject to the Articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- 24.4 A Governor may agree with the Charity that notices or documents sent to that Governor in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.
- 24.5 Where a document or information is sent or supplied by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 24.6 Notice shall be given in any manner hereinbefore authorised of every general meeting to every Member (except those Members whose addresses are unknown or who have no known address in the United Kingdom), the Head of the School and the auditors for the time being of the Charity. No other person shall be entitled to receive notices of general meetings.
- 24.7 Where a document or information is sent or supplied by the Charity in electronic form to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and proving such service it will be sufficient to prove that it was properly addressed.
- 24.8 Where a document or information is sent or supplied by the Charity by means of a website, service or delivery shall be deemed to be effected when:
- 24.8.1 the material is first made available on the website; or
- 24.8.2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
- 24.9 A Member, or Governor, present at any meeting, shall be deemed to have received notice of the meeting, and where requisite, of the purpose for which it was called.

- 24.10 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted by the Act.

25. **INDEMNITY**

- 25.1 Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a Governor or other officer may otherwise be entitled, every Governor or member of any Committee and every officer and servant of the Charity shall be entitled to be indemnified out of the assets of the Charity against all costs and liabilities properly incurred by them in or about the execution of their office or otherwise in relation thereto and in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgment is given in his/her favour, or he/she is acquitted, or is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity. Nothing in this clause shall entitle them to any indemnity against liability arising through negligence or fraud or similar actions on their part.
- 25.2 To the extent permitted by law from time to time, the Charity may provide funds to every Governor or other officer to meet expenditure incurred or to be incurred by him/her in any proceedings (whether civil or criminal) brought by any party in relation to the affairs of the Charity, provided that he/she will be obliged to repay such amounts no later than:
- 25.2.1 if he/she is convicted in proceedings, the date when the conviction becomes final; or
- 25.2.2 if judgement is given against him/her in proceedings, the date when the judgement becomes final; or
- 25.2.3 if the court refuses to grant him/her relief on any application under the Act, the date when refusal becomes final.