

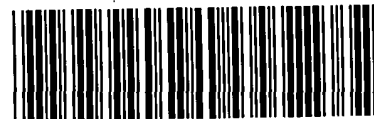
**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**- OF -**

**RISHWORTH SCHOOL**

THURSDAY



\*AAIZW17C\*

A12

09/12/2021

#28

COMPANIES HOUSE

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF  
RISHWORTH SCHOOL**

	INTERPRETATION	
Definitions & Interpretation	1.	<p>In these Articles, unless the context otherwise requires:</p> <p><b>"the Act"</b> means the <i>Companies Act 2006</i>.</p> <p><b>"the Articles"</b> means the articles of association of the Company.</p> <p><b>"the Board of Governors"</b> means the directors of the Company, being the charity trustees of the Company (and "Governor" means any one of them).</p> <p><b>"the Charities Act"</b> means the <i>Charities Act 2011</i>.</p> <p><b>"clear days"</b> in relation to any period of notice means that 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.</p> <p><b>"communication"</b> means the same as in the <i>Electronic Communications Act 2000</i>.</p> <p><b>"electronic communication"</b> means the same as in the <i>Electronic Communications Act 2000</i>.</p> <p><b>"in writing"</b> means written, printed, partly one and partly another and all other modes of representing words in visible form.</p> <p><b>"Member"</b> means a member of the Company each of whom (for the avoidance of doubt) is also a Governor.</p> <p><b>"the Memorandum"</b> means the memorandum of association of the Company.</p> <p><b>"month"</b> means calendar month.</p> <p><b>"office"</b> means the registered office of the Company.</p>

		<p><b>"Parent"</b> means the parent or as the case may be, legal guardian.</p> <p><b>"Pupil"</b> means a pupil at the School.</p> <p><b>"Rules"</b> means rules as to the proceedings of Governors, whether referred to as rules, regulations, a scheme or bye-laws, as referred to in Articles 32 to 34.</p> <p><b>"the School"</b> means Rishworth School, including Heathfield and any otherschool or schools from time to time carried on by the Company.</p> <p><b>"the Seal"</b> means the common seal (if any) of the Company.</p> <p><b>"Clerk"</b> means the secretary of the Company.</p> <p><b>"the United Kingdom"</b> means the United Kingdom of Great Britain andNorthern Ireland.</p> <p>The following rules of interpretation shall also apply:</p> <p><b>Modification or Re-enactment</b></p> <p>Reference to any provisions of the Act or the <i>Charities Act</i> 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.</p> <p><b>Meanings where there is no inconsistency</b></p> <p>Except as provided above, words or expressions defined in the Act or the <i>Charities Act</i> (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.</p> <p><b>Words</b> in the singular include the plural and vice versa.</p> <p><b>Headings, Sub-Headings, Underlinings and Format Lines</b> are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles.</p>
		<b>OBJECTS</b>
Purposes & Powers	2.	The Company is established for the purposes and has the powers set out in the Memorandum.
		<b>MEMBERS</b>
Becoming a Member	3.	<p>As to persons becoming Members:</p> <p>(a) the subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be Members. Subject to their</p>

		<p>ceasing to be Members in accordance with Article 5;</p> <p>(b) no person (other than the subscribers) shall be admitted as a Member other than a Governor; and</p> <p>(c) every person who wishes to become a Member shall deliver to the Company a written consent and application to become a Member in such form as the Board of Governors may require.</p>
Number of Members	4.	The number of Members shall not be less than FIVE, nor more than TWELVE.
Ceasing to be a Member	5.	<p>As to a person ceasing to be a Member:</p> <p>(a) a person shall cease to be a Member when they cease to be a Governor and their name shall be removed from the Register of Members;</p> <p>(b) no Member may withdraw from membership except on ceasing to be a Governor (see Article 40 below); and</p> <p>(c) Membership shall not be transferable.</p>
<b>GENERAL MEETINGS</b>		
Kinds of General Meetings	6.	All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
Business of the AGM	7.	<p>The business of the Annual General Meeting shall include:</p> <p>(a) consideration of the accounts and any documents annexed to them;</p> <p>(b) consideration of the reports of the Board of Governors and of the auditors; and</p> <p>(c) the appointment of auditors and the fixing of their remuneration.</p> <p>Resolutions on such matters (where required) shall be by a simple majority of those attending and entitled to vote.</p>
EGM	8.	<p>An Extraordinary General Meeting:</p> <p>(a) may be convened whenever the Board of Governors see fit; or</p> <p>(b) shall be convened by the Board of Governors if Members holding not less than one-tenth of the total voting rights of all Members make a written requisition pursuant to the provisions of the Act which must be left at the Office, stating the object of the proposed meeting; or</p> <p>(c) may be convened by the requisitioners if the Board of Governors has not within 21 days from receipt of a</p>

		requisition given notice to convene the meeting.
	<b>NOTICE OF GENERAL MEETINGS</b>	
Notice of General Meetings	9.	<p>As to notice of general meetings:</p> <ul style="list-style-type: none"> <li>(a) an Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a Governor shall be called by at least 21 clear days' notice;</li> <li>(b) all other Extraordinary General Meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed: <ul style="list-style-type: none"> <li>(i) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and</li> <li>(ii) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members; and</li> </ul> </li> <li>(c) the notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such;</li> <li>(d) the notice shall be given to all the Members and to the auditors; and</li> <li>(e) the accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notices shall not invalidate the proceedings at that meeting.</li> </ul>
	<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
Quorum for General Meetings	10.	<p>The quorum requirements for general meetings are:</p> <ul style="list-style-type: none"> <li>(a) THREE Members or one half of the total number of Members (rounded down if necessary), whichever is greater, shall constitute a quorum for a general meeting;</li> <li>(b) a Member shall not be counted in the quorum on any matter on which they are not entitled to</li> </ul>

		<p>vote;</p> <p>(c) no business shall be transacted at any meeting unless a quorum is present; and</p> <p>(d) if a quorum is not present within 30 minutes from the time appointed for a meeting to start:</p> <p>(i) a meeting convened on the requisition of the Board of Governors shall be dissolved; or</p> <p>(ii) any other meeting shall be adjourned to such other time date and place not less than seven days and not more than 28 days thence as the chair shall appoint; and</p> <p>(iii) if the adjourned meeting is inquorate 30 minutes after the time appointed for it to start, the Members present shall constitute a quorum.</p>
Majority to Pass a Resolution	11.	Resolutions, other than special resolutions, put to the vote of a meeting shall be decided on simple majority and special resolutions shall be decided on a majority of at least 75 per cent of those present and entitled to vote on a show of hands or on a poll.
<b>THE CHAIR OF A GENERAL MEETING</b>		
Chair of a General Meeting	12.	<p>The Chair of a general meeting shall be:</p> <p>(a) the Chair of the Board of Governors; or</p> <p>(b) if they are not present within 15 minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided, the Vice-chair of the Board of Governors; or</p> <p>(c) if they too are not present within 15 minutes after the time appointed for it to start or is unwilling to preside or has an interest in a matter to be decided, a Member chosen by the Members present to chair the meeting.</p>
<b>ADJOURNMENT OF A GENERAL MEETING</b>		
Adjournment of a General Meeting	13.	The procedures for adjournment of a general meeting are:

		<p>(a) the chair of a meeting may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next 14 days as the chair thinks fit;</p> <p>(b) no business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place; and</p> <p>(c) if a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting. Otherwise it shall not be necessary to give any such notice.</p>
	<b>POLL AT A GENERAL MEETING</b>	
Voting by a Show of Hands	14.	A resolution put to the vote of a 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.
A Poll shall be held if Demanded	15.	<p>A poll shall be held if demanded by:</p> <p>(a) the chair of the meeting; or</p> <p>(b) at least three Members present in person and entitled to vote; or</p> <p>(c) a Member or Members representing not less than one tenth of the total voting rights of all the Members entitled to vote at the meeting.</p>
Demand for a Poll	16.	<p>In relation to a demand for a poll:</p> <p>(a) when a poll is demanded as described in Article 15 it shall be taken at such time and place in such a manner as the chair of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting;</p> <p>(b) the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made;</p> <p>(c) no poll shall be demanded on the election of a chair or the election of a chair of a meeting or on any question of an adjournment; and</p> <p>(d) the demand for a poll shall not prevent the continuance of a meeting for the transaction of any</p>

		business other than the question on which a poll has been demanded.
Conclusive Evidence of Proceedings	17.	Unless a poll is duly demanded a declaration by the chair 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 the resolution.
Chair's casting Vote	18.	In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.
<b>WRITTEN RESOLUTIONS OF MEMBERS</b>		
Written Resolutions of Members	19.	<p>As to written resolutions:</p> <p>(a) a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held; and</p> <p>(b) such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires special notice, namely resolutions to remove a Governor under section 168 or an auditor under section 511.</p>
<b>VOTES OF MEMBERS AT GENERAL MEETINGS</b>		
Every Member Shall Have One Vote	20.	On a show of hands every Member present in person shall have one vote. On a poll every Member present in person shall have one vote.
Objection to Voting	21.	No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
<b>APPOINTMENT OF GOVERNORS</b>		
The Number of Governors	22.	<p>The number of Governors shall be not less than FIVE and not more than TWELVE competent persons.</p> <p>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.</p>
Appointment of Governors	23.	The Board of Governors may appoint to the Board by a simple majority vote such persons as they consider suitable to be Governors



		provided that an Old Rishworthian shall not be appointed a Governor if as a result of such appointment the number of Governors for the time being who are Old Rishworthians would exceed FOUR.
Pre-Condition to taking Office as a Governor	24.	<p>Every person wishing to become a Governor may be required to sign a declaration of acceptance and of willingness to act as a Governor, and also consent to become 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 a check by the Disclosure and Barring Service (DBS).</p> <p>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, 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 upon such confirmation.</p>
The Rights of a Governor	25.	Each new Governor shall become entitled to the rights of being a Governor, including, but not limited to, the right to such information and advice with regard to the activities of the Company as Governors may lawfully and reasonably be able to supply or procure.
<b>QUALIFICATIONS AND DISQUALIFICATION OF GOVERNORS</b>		
Qualification to be a Governor	26.	<p>No person shall take office as a Governor:</p> <ul style="list-style-type: none"> <li>(a) unless they are a natural person, and not a body corporate;</li> <li>(b) if they are employed by the Company;</li> <li>(c) if they are the Parent of a Pupil if as a result of their appointment the number of Governors who are Parents of Pupils would exceed TWO;</li> <li>(d) unless they are in sympathy with the beliefs of the Church of England;</li> <li>(e) in circumstances such that, had they already been a Governor, they would have been disqualified from acting under the provisions of Articles 27 or 40 to 42.</li> </ul>
Disqualification of Governors	27.	<p>A person shall be disqualified from holding or continuing to hold office as a Governor if:</p> <ul style="list-style-type: none"> <li>(a) they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs; or</li> <li>(b) they have been adjudged bankrupt or sequestration of their estate has been awarded and (in either case) they have not been discharged and the bankruptcy order has not been annulled or rescinded; or</li> <li>(c) they have made a composition or arrangement with, or been granted a trust deed for, their creditors and has not been</li> </ul>

		<p>discharged and the bankruptcy order has not been annulled or rescinded; or</p> <p>(d) at any time when they are 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 if they cease to be a Governor by virtue of any provision in the Act; or</p> <p>(e) they are disqualified from acting as a trustee or director by virtue of section 178 of the Charities Act 2011; or</p> <p>(f) they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated; or</p> <p>(g) at any time their 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); or</p> <p>(h) at any time prior to taking office as a Governor or since taking office they have 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 or in the absence of such Rules as the Board of Governors may prescribe by majority vote; or</p> <p>(i) their child is enrolled as a Pupil and as a result of their taking or continuing to hold office the number of Governors who are Parents of a Pupil would exceed TWO; or</p> <p>(j) in any other circumstance prior to taking office as a Governor or since taking office considered by the Board of Governors to be material they are disqualified in accordance with Rules made for the purpose or in the absence of such Rules as the Board of Governors may prescribe by majority vote.</p>
Written Notice to the Clerk	28.	Where, by virtue of these Articles a person becomes disqualified from holding, or from continuing to hold, office as a Governor; and they are, or are proposed, to become such a Governor, they shall upon becoming so disqualified give written notice of that fact to the Clerk.
Members of any Committee	29.	Articles 26 to 28 also apply to any member of any committee of the Governors who is not a Governor.

<b>POWERS OF GOVERNORS</b>		
Governors' Powers	30.	<p>General provisions concerning Governors' powers are:</p> <p>(a) subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company;</p> <p>(b) no alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Governors which would have been valid if that alteration had not been made or that direction had not been given;</p> <p>(c) the powers given by this Article shall not be limited by any special power given to the Board of Governors by the Articles; and</p> <p>(d) a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Board of Governors.</p>
Bank Accounts	31.	Any bank account in which any part of the assets of the Company is deposited shall be operated by the Board of Governors and shall indicate the name of the Company.
<b>RULES</b>		
Rules to be made by the Board of Governors	32.	The Board of Governors may from time to time by majority vote make such Rules as they deem necessary or expedient or convenient for the proper conduct and management of the Company and its affairs, but consistent always with the terms of the memorandum and these Articles.
	33.	The absence of such Rules in respect of any such matter shall not preclude the Board of Governors from otherwise making a determination in any particular case where not inconsistent with the provisions of these Articles.
	34.	A copy of all Rules currently in force from time to time shall be kept with the minute book of the Company and shall be published in such manner as the Board of Governors consider appropriate having regard to the subject matter of the Rules.
<b>DELEGATION OF GOVERNORS' POWERS</b>		
Agreement of the Company	35.	The Board of Governors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
Committees	36.	<p>In relation to committees established by the Board:</p> <p>(a) the Board of Governors may establish any committee</p>

		<p>to exercise, subject to these Articles, powers and functions of the Board of Governors. The constitution, membership and proceedings of any committee of the Board of Governors shall be determined by the Board of Governors. Should the Board of Governors choose to delegate powers to such committee, any powers delegated shall be in writing;</p> <p>(b) the establishment, terms of reference, constitution and membership of any committee of the Board of Governors shall be reviewed at least once in every 36 months;</p> <p>(c) the membership of any committee of the Board of Governors may include persons who are not Governors provided that a majority of members of any such committee shall be Governors. All delegations of powers to any committee shall be revocable by the Board of Governors at any time;</p> <p>(d) unless the terms of the delegation to a committee are to the contrary, a committee may delegate any of its powers or the implementation of any of its resolutions to any sub-committee and the provisions of these Articles shall apply to such sub-committee as they apply to any committee with all such changes as the context may require; and</p> <p>(e) the meetings and proceedings of any such committee shall otherwise be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Governors so far as applicable unless superseded by any subsequent decisions of or Rules made by the Board of Governors.</p>
	<b>RELIGIOUS ETHOS</b>	
Religious Ethos	37.	<p>The Governors shall set a policy that maintains an ethos within the School that pupils will receive a sound religious, classical, mathematical, scientific and general education in conformity with the principles and doctrines of the Church of England provided that the School will respect the religious beliefs of other faiths and will draw consciously on the insights and experiences of the world's religious traditions in order to be inclusive of all pupils.</p>
	<b>TERM OF OFFICE, RESIGNATION AND REMOVAL OF GOVERNORS</b>	
Term of Office of Governors	38.	<p>As to the term of office of Governors:</p> <p>(a) the normal period of service of Governors shall be THREE years.</p> <p>The term of office for each Governor shall expire on the third anniversary of their taking office, except that the Board of Governors may at any time determine in each particular case that the term of office shall instead expire at the end of a meeting of Governors held within six months following such third</p>

		<p>anniversary. In such a case their successor may take office during the course of any such meeting even though the person they replace continues in office until the end of such meeting, subject always to the total number of Governors not exceeding the number provided for in Article 22;</p> <p>(b) the Board of Governors may provide by Rules or in any particular case that a Governor appointed to fill a casual vacancy shall hold office for the unexpired term of the office of the Governor in whose place they are appointed;</p> <p>(c) retirement of a Governor in accordance with paragraphs (a) and (b) shall only occur if at least FIVE Governors will remain in office when the retirement is to take effect, but if this would not be the case then such retirement shall occur at the next meeting of the Board of Governors that it could do so with at least FIVE Governors remaining in office; and</p> <p>(d) subject to remaining eligible any Governor retiring at the end of his term of office may be re-appointed or re-elected.</p>
Removal of any Governor	39.	<p>In accordance with the Act upon giving of special notice of 28 days the Company may by passing an ordinary resolution (and complying with the procedures set out in sections 168 and 169 of the Act) remove any Governor before the end of their period of office notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary.</p>
Ceasing to be a Governor	40.	<p>The office of a Governor shall be vacated if:</p> <p>(a) they die; or</p> <p>(b) any event or circumstance occurs which would disqualify them from being appointed a Governor on the terms of Article 27; or</p> <p>(c) they resign from office by notice to the Company (but only if at least FIVE Governors will remain in office when the notice of resignation is to take effect); or</p> <p>(d) they shall for more than three consecutive meetings have been absent without permission of the Board of Governors from meetings of the Governing Body and the Board of Governors resolve that their office be vacated; or</p> <p>(e) they shall in the opinion of the Board of Governors be unable properly to fulfil the duties of a Governor by reason of illness, disability or infirmity and the Board of Governors resolve that their office be vacated; or</p> <p>(f) they are removed from office by ordinary resolution of the Company in accordance with Article 39; or</p> <p>(g) they fail to declare the nature of any direct or indirect interest in Company business as required by the Act or these Articles and the Board of Governors determine that their office be vacated; or</p>

		(h) they cease to hold office by virtue of any provision of the Act.
Obligations or liability incurred by a person ceasing to be a Governor	41.	The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by them or to which they were subject prior to their removal.
Written notice to the Clerk	42.	Where a Governor resigns from office or is removed from office, the Governor or, where removed from office, those removing the Governor, shall give written notice thereof to the Clerk.
<b>GOVERNORS' EXPENSES</b>		
Reasonable and proper out-of-pocket	43.	Governors may be paid all reasonable and proper out of pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
<b>GOVERNORS' APPOINTMENTS AND INTERESTS</b>		
Personal interest of Governors	44.	Any Governor who has any personal interest in any matter to be discussed at a meeting of Governors, including any duty or pecuniary interest (direct or indirect) in any contract or arrangement proposed to be entered into by the Company, shall disclose the interest before the discussion begins and shall withdraw from that part of a meeting of the Board of Governors at which that matter is under discussion, unless expressly invited to remain in order to provide information, and shall not vote.
<b>PROCEEDINGS OF GOVERNORS</b>		
	45.	Subject to the provision of the Articles, the Board of Governors may regulate their proceedings as they think fit.
Number of Governors at Governors' Meetings	46.	<p>As regards the number of Governors at Governors' meetings:</p> <ul style="list-style-type: none"> <li>(a) the quorum for a meeting of the Board of Governors, and any vote on any matter at such a meeting, shall be any THREE Governors or one half of the total number of Governors (rounded down if necessary), whichever is greater;</li> <li>(b) the Board of Governors may act even though there are one or more vacancies in their body provided that if there are fewer than THREE Governors, they may act as the Board of Governors only to: <ul style="list-style-type: none"> <li>(i) appoint, and confirm the appointment of, additional Governors, including accepting them also as Members; or</li> <li>(ii) convene a general meeting, and propose resolutions to be considered at such meetings; or</li> <li>(iii) pending the appointment of additional Governors, act to preserve the assets of the Company and the maintenance of the School as a going concern or take other urgent</li> </ul> </li> </ul>

		action.
Holding of Governors' Meetings	47.	<p>As to the holding of Governors' meetings:</p> <p>(a) the Governors shall hold at least two meetings in each year;</p> <p>(b) meetings of the Board of Governors shall be convened by the Clerk;</p> <p>(c) in exercising their functions under this Article the Clerk shall comply with any direction:</p> <p style="padding-left: 40px;">(i) given by the Board of Governors; or</p> <p style="padding-left: 40px;">(ii) given by the Chair of the Board of Governors or, in their absence or where there is a vacancy in the office of chair, the Vice-Chair of the Board of Governors, so far as such direction is not inconsistent with any such direction given by the Governors; and</p> <p>(d) any three Governors may, by notice in writing given to the Clerk, requisition a meeting of the Board of Governors and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.</p>
Notice of Meetings of the Board of Governors	48.	<p>As to notice of meetings of the Board of Governors:</p> <p>(a) each Governor shall be given, at least seven clear days before the date of a meeting:</p> <p style="padding-left: 40px;">(i) notice in writing of the meeting; and</p> <p style="padding-left: 40px;">(ii) a copy of the agenda for the meeting together with, so far as is practicable, copies of relevant papers for consideration as envisaged in such agenda,</p> <p style="padding-left: 40px;">provided that where the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting or the copies of the agenda or of the relevant papers are given within such shorter period as the Chair or the Vice-chair (as the case may be) directs,</p> <p>(b) a quorate meeting of the Board of Governors duly convened shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Governors generally;</p>

		<p>(c) except in an emergency, a resolution to rescind or vary a resolution carried at a previous meeting of the Board of Governors shall not be proposed at a meeting of the Board of Governors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting;</p> <p>(d) the convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any Governor not having received written notice of the meeting or a copy of the agenda therefor.</p>
Chair of a Meeting of the Board of Governors	49.	<p>As to the chair of a meeting of the Board of Governors where the Chair is absent:</p> <p>(a) where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-chair shall act as the chair for the purposes of the meeting;</p> <p>(b) if there is no Governor holding office as Chair or Vice-chair, or if the Governor holding it 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 be chair of the meeting.</p>
Head and Bursar to Attend Governors' meetings	50.	<p>The Board of Governors shall invite the Head and the Bursar to all meetings of the Governors. These officers (the Head and the Bursar) may be asked to leave a meeting temporarily at the discretion of the Governors. The Board of Governors may also invite other members of the School's senior staff to attend meetings.</p>
Persons who are not Governors may attend	51.	<p>The Board of Governors may invite persons who are not Governors (including but not limited to a member of a committee, any employee, any Pupil, any professional adviser and any experts of any kind, including any person who may be disqualified from being a Governor under these Articles) to attend the whole or any part of any meeting for specific purposes connected with such meeting.</p>
Voting at Meeting of the Board of Governors	52.	<p>As to voting at a meeting of the Board of Governors:</p> <p>(a) subject to these Articles, every question to be decided at a meeting of the Board of Governors shall be determined by a majority of the votes of the Governors present and voting on the question;</p> <p>(b) where there is an equal division of votes the chair of the meetings shall have a second or casting vote.</p>
A Governor with an Interest	53.	<p>As to a Governor with an interest:</p>



		<p>(a) a Governor shall declare an interest and shall not be entitled to vote in respect of any matter in which they are interested;</p> <p>(b) a Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote: and</p> <p>(c) if a question arises at a meeting of the Board of Governors or of a Committee of Governors as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling in relation to any Governor other than themselves shall be final and conclusive.</p>
Defect in the Appointment of any Governor	54.	All acts done by a meeting of the Board of Governors, or of a committee of Governors, or by a person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor and had been entitled to vote.
Written Resolutions of the Board of Governors	55.	A resolution in writing signed by all the Governors entitled to receive notice of a meeting of the Board of Governors or of a committee of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or (as the case may be) a committee of the Board of Governors duly convened and held and may consist of several documents in the like form each signed by one or more Governors.
Reconvening a Meeting of the Board of Governors	56.	<p>As to the reconvening of a meeting of Governors:</p> <p>(a) a meeting of the Board of Governors shall be terminated forthwith if:</p> <p>(i) the Governors so resolve; or</p> <p>(ii) the number of Governors present ceases to constitute a quorum for a meeting of the Board of Governors in accordance with Article 46;</p> <p>(b) where a meeting is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable unless the Board of Governors otherwise decide; and</p> <p>(c) where the Governors accordingly resolve to adjourn a meeting before all the items of</p>

		business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly unless the Board of Governors otherwise determine.
Telephone or Other Communication Equipment	57.	Any one or more Governors may participate and vote at meetings of the Board of Governors by means of any conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other. Any Governor so participating in a meeting shall be deemed to be present in person and shall count towards the quorum and business so transacted shall be effective for all purposes as that of a meeting of the Board of Governors duly convened and held with such persons physically present together.
<b>CHAIR AND VICE-CHAIR</b>		
Chair of the Board of Governors	58.	<p>As to the Chair of the Board of Governors:</p> <ul style="list-style-type: none"> <li>(a) the Chair shall be the person appointed by a majority by the Governors to serve as Chair;</li> <li>(b) the Chair shall ordinarily hold office for a term of ONE year and shall be eligible for re-election at the end of each term;</li> <li>(c) the Chair may be removed as Chair by the Board of Governors at any time by a majority of the Governors;</li> <li>(d) the Chair shall have all the powers and responsibilities of the Chair as set out in these Articles, including the right (unless disqualified by reason of a personal interest) to chair each meeting of the Company and each meeting of the Board of Governors and the right to a second or casting vote in any case of equality of votes at every such meeting; and</li> <li>(e) the expression "Chair" includes the person who is at any time entitled to exercise the powers of the Chair.</li> </ul>
Vice Chair of the Board of Governors	59.	<p>As to the Vice-chair of the Board of Governors:</p> <ul style="list-style-type: none"> <li>(a) the Vice-chair(s) of the Board of Governors shall be the person appointed by a simple majority of the Governors to serve as Vice-chair;</li> <li>(b) the Vice-chair shall ordinarily hold office for a term of ONE year and shall be eligible for re-election at the end of each term; and</li> <li>(c) the Vice-chair(s) may be removed from office by the Board of Governors at any time by a simple majority of</li> </ul>

		the Governors.
	60.	<p>The Chair or the Vice-chair(s) may at any time resign their office by giving notice in writing to the Clerk. The Chair or the Vice-chair(s) shall cease to hold office if:</p> <ul style="list-style-type: none"> <li>(a) they cease to be a Governor; or</li> <li>(b) they are removed from office in accordance with these Articles; or</li> <li>(c) in the case of the Vice-chair(s), they are elected in accordance with these Articles to fill a vacancy in the office of Chair.</li> </ul>
Election of the Chair or Vice-Chair	61.	<p>As to election of the Chair or Vice-chair(s):</p> <ul style="list-style-type: none"> <li>(a) where by reason of any of the matters referred to in Article 60 a vacancy arises in the office of Chair or Vice-chair(s), the Board of Governors shall at their next meeting elect at least one of their number to fill that vacancy;</li> <li>(b) the Clerk or, if the Board of Governors so determine, a Governor who is not standing for election as Chair shall act as chair during that part of any meeting at which the Chair is elected; and</li> <li>(c) any election of the Chair or Vice-chair(s) which is contested shall be held by secret ballot.</li> </ul>
	<b>CLERK</b>	
Clerk	62.	<p>As to the Clerk:</p> <ul style="list-style-type: none"> <li>(a) subject to the provisions of the Act, the Clerk shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit;</li> <li>(b) notwithstanding this Article, the Board of Governors may, where the Clerk fails to attend a meeting of the Governors, appoint a deputy or assistant clerk, any one of their number or any other person to act as Clerk for the purposes of that meeting;</li> <li>(c) the Clerk shall attend Governors' meetings and general meetings, except where the Governors determine to the contrary in respect of any particular matter; and</li> <li>(d) an assistant or deputy Clerk may be appointed by the Board of Governors to act in place of the Clerk in their absence, and to the extent applicable and subject to any directions of the Board of Governors, references in these Articles to the Clerk shall be construed as including such assistant or deputy Clerk.</li> </ul>
	<b>MINUTES</b>	

Minutes	63.	<p>The minutes of the proceedings of a meeting of the Board of Governors shall be drawn up and entered into a book kept for the purpose by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the Board of Governors) at the same or next subsequent meeting by the person acting as chair. The minutes shall include:</p> <ul style="list-style-type: none"> <li>(a) details of all appointments of officers made by the Board of Governors; and</li> <li>(b) details of all proceedings at meetings of the Company and of the Board of Governors and of committees of Governors, including the names of the Governors present at each such meeting.</li> </ul> <p>Such minutes if purporting to be signed by the chair of such meeting or the chair of the next meeting shall be sufficient evidence of the facts stated.</p>
<b>THE SEAL AND DEEDS</b>		
The Seal	64.	<p>The Seal (if any) shall only be used by the authority of the Board of Governors or of a committee of Governors authorised by the Board of Governors. The Board of Governors may determine who shall sign any instrument to which the Seal is affixed and, unless otherwise so determined by the Board of Governors, it shall be signed by a Governor and by the Clerk or by a second Governor.</p>
Deeds	65.	<p>Any document to be executed on behalf of the Company as a deed otherwise than by the affixing of the Seal (if any) shall be signed by a Governor and by the Clerk or by a second Governor.</p>
<b>ACCOUNTS AND RECORDS</b>		
Accounts and related matters	66.	<p>As to accounts and related matters:</p> <ul style="list-style-type: none"> <li>(a) accounting records shall be kept by the Board of Governors in accordance with the Act and with Part 8 of the Charities Act and any Statement of Recommended Practice in force from time to time at the Office or such other place or places as the Board of Governors think fit;</li> <li>(b) the accounting records shall be open to inspection by the Governors at all reasonable times;</li> <li>(c) the Governors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act and the Act; and</li> <li>(d) a copy of every annual statement of accounts, auditor's report and report of the Board of Governors which is to be laid before the Company at General meeting shall be sent to every Governor and every holder of debentures of the Company at least 21 days before the meeting.</li> </ul>

Audits	67.	<p>As regards audits:</p> <ul style="list-style-type: none"> <li>(a) at least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act; and</li> <li>(b) auditors shall be appointed by the Board of Governors at the Annual General Meeting and their duties regulated in accordance with the Act.</li> </ul>
Documents to be made available to all Governors	68.	<p>As regards documents to be made available to all Governors:</p> <ul style="list-style-type: none"> <li>(a) subject to this Article, the Governors shall ensure that a copy of: <ul style="list-style-type: none"> <li>(i) the accounts;</li> <li>(ii) all Rules;</li> <li>(iii) the agenda for every meeting of the Governors;</li> <li>(iv) the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;</li> <li>(v) upon request, the signed minutes of every such meeting; and</li> <li>(vi) any report, document or other paper considered at any such meeting,</li> </ul> <p>are, as soon as is reasonably practicable, made available to each Governor; and</p> </li> <li>(b) there may be excluded from any item so required to be made available (other than from the accounts and all annual statements and reports laid or to be laid before the Company in accordance with the Charities Act and the Act, which are to be provided in full to the Governors) any material relating to: <ul style="list-style-type: none"> <li>(i) a named teacher or other person employed, or proposed to be employed, at the School;</li> <li>(ii) a named Pupil at, or candidate for admission to the School; and</li> <li>(iii) any matter which, by reason of its nature, the Governors are satisfied in their discretion should remain confidential.</li> </ul> </li> </ul>

<b>ANNUAL REPORT AND RETURN</b>		
Annual Report and Annual Return	69.	The Governors shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and annual return and their transmission to the Charity Commissioners.
<b>NOTICES</b>		
Notices	70.	<p>As regards notices:</p> <ul style="list-style-type: none"> <li>(a) any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Governors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that person to the person giving the notice;</li> <li>(b) the Company may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member;</li> <li>(c) a Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Company;</li> <li>(d) a Member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called;</li> <li>(e) proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;</li> <li>(f) proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given;</li> <li>(g) a notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent; and</li> <li>(h) in the Article, "address", in relation to electronic communications, includes any number or address used for the purpose of such communications.</li> </ul>
<b>INDEMNITY AND INSURANCE</b>		
Indemnity and Insurance	71.	Subject to the provisions of the Act, but without prejudice to any indemnity to which a Governor may otherwise be entitled, every

		Governor or other officer (other than the auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation to them. The Governors shall have the power under paragraph 5.6 of the Memorandum to purchase and maintain for any Governors such insurance notwithstanding his interest in such insurance policy.
	<b>DISSOLUTION</b>	
Dissolution	72.	Clause 10 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.